No. 2400

United States Circuit Court of Appeals

Ninth Circuit

Appeal from the District Court of the United States for the District of Oregon

OREGON & CALIFORNIA RAILROAD COMPANY, A CORPORATION, *et al.*,
Defendants and Appellants

JOHN L. SNYDER, *et al.*,
Cross-Complainants and Appellants

WILLIAM F. SLAUGHTER, *et al.*,
Interveners and Appellants

vs.

THE UNITED STATES OF AMERICA
Appellee

—o—

TRANSCRIPT OF RECORD

VOLUME X

PAGES 4893-5464

LODGED
APR - 4 1914
F. D. MONCKTON,

TITLE

NAMES AND ADDRESSES OF SOLICITORS UPON THIS APPEAL

For Appellants
OREGON & CALIFORNIA R. R. CO., et al.:

WM. F. HERRIN,
P. F. DUNNE,
J. E. FENTON,
San Francisco, Cal.

WM. D. FENTON,
Portland, Oregon.

For Appellants—JNO. L. SNYDER, *et al.*:
A. W. LAFFERTY,
Portland, Oregon.

For Appellants—WM. F. SLAUGHTER, *et al.*:
L. C. GARRIGUS,
A. W. LAFFERTY,
MOULTON & SCHWARTZ,
Portland, Oregon.

DAY & BREWER,
Seattle, Wash.

A. C. WOODCOCK,
Eugene, Oregon.

For Appellee:

JAMES C. McREYNOLDS,
Attorney General.

CLARENCE L. REAMES,
U. S. Dist. Attorney for Oregon.

B. D. TOWNSEND,
F. C. RABB,
Special Assistants to the Attorney General.

No._____

United States Circuit Court of Appeals

Ninth Circuit

Appeal from the District Court of the United States for the District of Oregon

OREGON & CALIFORNIA RAILROAD COMPANY, A CORPORATION, *et al.*,
Defendants and Appellants

JOHN L. SNYDER, *et al.*,
Cross-Complainants and Appellants

WILLIAM F. SLAUGHTER, *et al.*,
Interveners and Appellants

vs.

THE UNITED STATES OF AMERICA
Appellee

—o—

TRANSCRIPT OF RECORD

VOLUME X

PAGES 4893-5464

GOVERNMENT'S EXHIBIT 100-B

RECORD

Oregon Central R. R. Co. of Salem.

MINUTES

Accounts Audited 47, 67, 72, 81, 92, 96, 98, 106, 107, 108
By-Laws 5, 6, 7, 8, 9, 10, 34, 103-5, 109, 112, 128, 129.
Bonds & Coupons (1st. Mortgage) 19, 20, 22, 31.
Boyd Ham'n 36,91.
Breaking Ground 42,46.
Branch Road 60,69.
Brinck Welsh & McKay 85, 86, 92, 94.
Committees—Ways & Means 39, 47-8, 53
" —Executive 39, 48, 53
" —Finance 39, 47-8 52, 67, 72, 81, 88, 92, 96, 106-7
Corporation Counsel 49.
Cooke E. N. 1.
Clark S. A. 1.

Cook A. J. 11, 22.
Contract for 150 Miles 13-19, 25-30, 68, 70, 74, 79, 80, 105-6.
Chenowith F. A. 23, 56.
Conser Jacob 36
Contract to Cal line—50, 58, 59, 60-66.
Chadwick S. F. 56.
Directors, Election of—2, 23, 35-37, 72, 80.
Do Qualification of—2, 23, 36, 56, 82.
Douthett J. H. 36.
Depot Sites—86.
Ellsworth S. 1.
Gaston Jos. 58. 68.
Gibbs A. C. 58.
Henderson J. H. D. 36, 98.
Hedges A. F. 36.
Humboldt Branch Road 84.
Holladay (Ben) & Co. 87-9. 99
Interest on Bonds 72, 73.
Loryea A. M. 36, 91, 94.
Lovejoy A. S. 36, 41.
Land Grant 67, 73, 100.
Moores J. H. 1.
Moores I. R. 1.
Mortgage (1st. on 150 Miles) 22.
Mitchell J. H. 49, 58, 59, 68, 98, 101.
Miller Jno. F. 56.
Meetings of Board 68.
Machine Shops 80, 81.
Officers—Election of—3, 38-39, 93.

Official Seal 13.
Official Bonds 54.
Officers, Oath of 56, 83.
Office of Co. 83
Preferred Stock 11.
Patton T. McF. 23.
Parrish S. B. 36.
P. T. Company 86.
Report—of Chief Engineer—57, 70, 79, 83.
Right of Way 68, 84, 92, 95.
Smith J. S. 1, 72, 79, 82.
Stock Book 1.
Subscription of Capital Stock by Company 1, 2, 51-2.
Sinking Fund, 21.
Stockholders' Meetings 32-37
Sale of Stock 52, 68, 73, 74.
Salaries 53-4, 81, 83.
Suits agnst, the Comp'y. 54.
Smith S. M. 55.
Santiam Bridge 72.
Smith Green B. 80, 85.
Trustees, (Parrish and Terry) 31.
Town Sites 83.
Woods Geo. L. 1.
Wasserman Phil, 36, 91.
Western Union Tel. Co. 70, 71, 79.
"West Side" R. R. Co. 70, 71.

Salem, Oregon, April 22nd, 1867.

On the above named day the Oregon Central Rail-

road Company was incorporated by filing Articles of Incorporation as required by Law.

A meeting of the Incorporators was this day held at which on motion of I. R. Moores, Esq., the Hon. Geo. L. Woods was chairman and S. A. Clarke Secretary.

There were present in person or by Attorney the following named of the Incorporators, John H. Moores, Hon. Geo. L. Woods, I. R. Moores, S. Ellsworth by G. L. Woods, his attorney, J. S. Smith and E. N. Cooke by I. R. Moores, their attorney and S. A. Clarke.

The Secretary was instructed to furnish and prepare a suitable Stock Book, and the meeting adjourned until One o'clock p. m.

At One o'clock p. m. on reassembling, being called to order, on motion of J. H. Moores the stock was subscribed to the following amount:

Geo. L. Woods	one share	$100.00
I. R. Moores	one share	$100.00
S. A. Clarke	one share	$100.00
John H. Moores	one share	$100.00
J. S. Smith	one share	$100.00
E. N. Cooke	one share	$100.00

On motion of I. R. Moores, Esq., it was

RESOLVED

That the chairman of this meeting be and he is hereby instructed to subscribe the number of Seventy Thousand Shares (70,000 shares) of the Capital Stock of the

Oregon Central Railroad Company for the use and disposal of the Corporation; which having been done, on motion of Mr. Clarke, the meeting of stockholders proceeded to waive publication of notice and proceeded immediately to elect a Board of Directors, which motion passed unanimously, and all the stockholders being present in person or by Attorney, Gov. Woods was continued in the chair.

On motion, J. H. Moores, was authorized to cast a vote for the stock subscribed in the name of the Company, and the meeting proceeded to vote for a Board of Directors, the number on motion of J. H. Moores being fixed at Seven.

The votes cast being duly counted, it was found that J. H. Moores, Geo. L. Woods, I. R. Moores, E. N. Clarke, J. S. Smith and Sam'l. A. Clarke, were elected as such Board of Directors, by a full vote of the stock subscribed.

On motion the Directors proceeded to qualify according to the laws of Oregon in the following form and manner: C. S. Woodworth, a notary public being present.

"We whose names are hereunto subscribed, having been duly elected Directors of The Oregon Central Railroad Company, do hereby Severally Solemnly Swear that we will faithfully discharge, to the best of our ability, our duties as such Directors according to law. So help us God.

JOHN H. MOORES
(Signed) GEO. L. WOODS
R S 5 cts SAM'L A. CLARKE
I. R. MOORES

Subscribed and sworn to
before me this the 22d. day (Notarial)
of April A. D. 1867. (Seal)

(Signed) C. S. WOODWORTH,
Notary Public

The Directors being duly qualified, they agreed unanimously to meet on tomorrow morning, April 23, 1867, at Eight o'clock to elect permanent officers, and on motion adjourned.

SAM'L A. CLARKE,
Secry

Salem, Oregon, April 23, 1867.

The Board of Directors having met at 8 o'clock a. m. pursuant to agreement, Geo. L. Woods being still in the chair, the minutes of yesterday's proceedings were read and agreed to.

The Chairman announced that the election of a President was the first thing in order. Geo. L. Woods being nominated, received all the votes cast and was declared to be unanimously elected President of the Oregon Central Railroad Company.

I. R. Moores was nominated for Vice President, and upon a ballot, he received all the votes cast and was declared unanimously elected Vice President.

J. H. Moores was nominated for Treasurer and upon a ballot he received all the votes cast, and was declared unanimously elected Treasurer.

S. A. Clarke was nominated for Secretary, and upon a ballot he received all the votes cast, and was declared unanimously elected Secretary.

Thaddeus R. Brooks was nominated for Engineer and receiving all the votes cast, was unanimously elected Engineer.

The following By Laws were read and adopted:

By Laws

Of The

Oregon Central Railroad Company

Sec. 1. The fiscal and business year of the Company shall commence on the first day of January and terminate on the last day of December of each year, and shall be divided into four business periods or quarters, terminating on the thirty first day of March, June, September and December respectively.

Sec. 2. The annual meeting of the stockholders of this Company shall be held on the first Thursday of April of each year at such place as shall be appointed by Resolution of the Board of Directors at which an election of Seven Directors shall be held, to serve for the ensuing year and until their successors are elected and qualified. In case the said annual meeting for any cause shall not

be held on said day, or a majority in value of the stockholders should not be present, some other time shall be appointed within ninety days thereafter.

Sec. 3. No business shall be transacted at any annual or special meeting of the stockholders unless at least a majority in value of the stockholders shall vote in the same. Stockholders' meetings may be adjourned from time to time by the assenting vote of a majority in value of the stockholders; notice shall be published by the Secretary as to the time and place when annual or special meetings shall be held.

Sec. 4. The President or one of the Directors, with one of the Stockholders, shall act as the Judges of Election, receive, count, and canvass the votes and declare the result without delay.

The Secretary shall be the Tally Clerk and keep a regular tally list of all votes cast at such election. In the absence of any officer of election, his place shall be temporarily filled by the stockholders present.

Sec. 5. The office of the Company shall be in the City of Salem, Oregon.

Sec. 6. Four or more of the Directors shall constitute a quorum for the transaction of business, but no debt shall be contracted unless passed by at least four votes.

Special meeting may be at any time called by the President or three members of the Board.

Sec. 7. There shall be elected by the Directors, at the

first meeting after the annual election of Directors, from among their members, a President, Vice President and Treasurer, who shall hold office for the term of one year or until their successors are elected and qualified. They shall also elect a Secretary who must be a stockholder.

Sec. 8. The President of the Company shall have a general supervision—subject to the order of the Board of Directors—of the business and affairs of the Company, and shall preside at all meetings of the Board of Directors, and of the Stockholders, when present in person. The Vice President shall exercise all the duties and powers of the President, when the President is absent. In the absence of the President and Vice President, a President Protem may be appointed by the Directors. It shall be the duty of the President to sign all certificates of stock and, when so ordered by the Directors, to sign all deeds, bonds, contracts, checks or warrants on the Treasury, or all papers of whatsoever kind or nature, in which the company is a party.

Sec. 9. The Secretary of the Company shall attend all meetings of the Board, keep a fair and accurate account of all their proceedings and of the stockholders when met for the transaction of business, and prepare a quarterly and annual balance sheet, at the end of each quarter or year, showing the financial condition of the company, and lay the same before the Board. He shall keep an accurate account with each contractor, and all persons having dealings with the company, and shall also keep an accurate account with each of the stockholders relative to the amount of stock by them held; also to collect

all assessments levied, giving his receipt therefor and to receive all dues and receipts of the company from every source and pay over The same to the Treasurer immediately after the receipt, taking his receipt therefor. He shall keep a book of blank certificates of stock, fill up and countersign all certificates issued, and shall keep a proper transfer book and ledger in Dr. and Cr. form showing the number of shares issued to or transferred by any stockholder with the date thereof. He shall countersign all checks or warrants drawn on the Treasury and all other instruments in writing to which the company is a party. He shall keep all other books and perform all other duties pertaining to his office.

Sec. 10. The Treasurer of the Company shall take charge of, and safely keep and disburse under the regulations of the Board, all monies, goods, chattels, credits and evidences of debt of every kind belonging to the company coming into his hands. He shall deliver to the Secretary, daily, an abstract of all the receipts given by him on the preceding day. He shall take, keep and carefully preserve all vouchers in favor of disbursements, which he may make by order of the Board. He shall keep and appropriate a set of books, prepared for that purpose, which shall be at all times open to the inspection of the President, the Secretary, or any member of the Board. He shall also render a quarterly and annual account and statement.

Sec. 11. It shall be the duty of the Chief Engineer, to take charge of the surveys, location and construction of the road, and direct the operation of branches of the En-

gineering Service. Superintend the construction of all work under contract, and by himself or assistants, direct and control all contractors in the performance of their work. Pass upon or reject all work performed agreeably to contract and report annually and oftener, if required, the state and condition of the road, and submit estimates of future operations, as the business of the company and the progress of the work, may render proper and necessary.

Sec. 12. There may be appointed by the Board an Attorney for the company, who shall be the legal adviser of the company and perform such professional duties as may be required by the Board.

Sec. 13. All subordinate officers and agents of the company shall be appointed or employed by the Board of Directors, President or Chief Engineer in the several divisions of the service, as may be appointed by the resolutions of the Board from time to time, and the duties and compensation of all such officers and agents shall be regulated by the Board.

Sec. 14. The Board of Directors shall have power at any time by a vote of a majority of the Executive Board to fill any vacancies that may occur in their body, by death, resignation or otherwise; also by a like vote to remove any officer of its own appointment, or that may have been appointed or employed by any officer of the company, and the President or Chief Engineer may remove, at pleasure, any subordinate officer or agent in their respective departments.

Sec. 15. All elections shall be by ballot and all committees shall be appointed by the President unless otherwise ordered by the Board of Directors.

Sec. 16. The stock of the Company shall be transferred on the Books of the company, upon proper assignment and delivery of the certificates of the stock. No transfer shall be valid unless made as in this Section provided.

Sec. 17. Certificates of Stock shall be issued only for fully paid stock. In case of the alleged loss or destruction of the certificates of stock due proof of such loss or destruction shall be made, and a sufficient bond of indemnity given against any loss or damage the company may sustain, when a duplicate thereof may be issued.

Sec. 18. All disbursements shall be made by warrants drawn on the Treasury by the President or Secretary, but no such warrant shall be drawn without an order of the Board.

Sec. 19. No contract shall be binding on the Company unless previously sanctioned and ordered by the Board of Directors, and all contracts made by the Board of Directors, or any officer, agent or employe of the Company, shall be subject to and shall contain express stipulations that no stockholder of the company shall be individually or personally liable or bound for the debts of the company beyond or exceeding the actual amount of stock by him subscribed or held, and all contracts not containing and subject to such stipulations shall be void and neither the Board of Directors or any officer, agent

or employe of the company, nor any other person shall have any power or authority to bind the company or the stockholders by any contract or agreement unless the same shall contain such stipulations.

Sec. 20. The order of business before the Board shall be as follows: When Quorum appears, the President shall call the Board to order

1st. Reading of Minutes
2nd. Report of Committees
3rd. Secretary's Report
4th. Treasurer's Report
5th. Engineer's Report
6th. Written communications
7th. Unfinished business
8th. New business.

Prior to adjournment the minutes of the Meeting shall be read, amended if necessary, and approved by the Board.

Sec. 21. No alteration or amendment shall be made in these by-laws, unless presented at a regular meeting of the Board and considered at a meeting subsequent thereto, PROVIDED any By-Laws—except Section 21—may be suspended by a vote of not less than two-thirds of the Directors.

End of By-Laws.

On motion it was

RESOLVED:

That the president and Secretary are instructed on the part of the Oregon Central Roilroad Company, to execute a contract with ALBERT J. COOK, of the State of Massachusetts for the building, completing and equipping of a railroad, according to propositions now submitted and before the Board, from Portland, Oregon, Southerly, through the Willamette Valley, One Hundred and Fifty Miles in divisions as specified, and report the same back for approval when duly executed.

On motion it was further—

RESOLVED:

That the President and Secretary are hereby instructed to execute two millions of non-assessable, preferred stock of the Oregon Central Railroad Company, in favor of Albert J. Cook, the said proposed contractor, to be delivered to him on the final execution and acceptance of the contract authorized to be made, as part payment for the construction of the road, and as collateral security for monies to be advanced by said contractors as a working capital. Said stock to bear interest at the rate of 7 per cent. per annum, payable in gold, and there is hereby set apart as sufficient amount out of the first net earnings of the road to pay the same.

And it was further:

RESOLVED:

That the following form of stock be approved by the Board:

On motion it was

RESOLVED:

That we adopt the annexed impression as the official Seal of this company to be used until a permanent seal is procured.

The contract authorized to be made for the company, by the President and Secretary, with Albert J. Cook, was now presented, as duly executed according to the orders of the Board and in Duplicate, and the same having been compared and found correct, and the substance thereof approved. On motion it was:

RESOLVED:

That the said contract be entered in full upon the minutes of this Meeting of this Board; that the same is fully confirmed and said two millions of preferred stock be executed and delivered in accordance with the terms thereof, as heretofore ordered.

The terms and propositions of said contract are in words and figures as follows:

CONTRACT

Memorandum of an Agreement made this 23rd. day of April in the year of Our Lord One thousand eight hundred and sixty seven (1867) by and between The Oregon Central Railroad Company organized under and in conformity with the general laws of the State of Oregon of the first part and Albert J. Cook of the Second part—WITNESSETH:

That Whereas the party of the first part own the

right, privilege and franchise for constructing, equipping and running a railroad from Portland in the State of Oregon, South, to the California line and Whereas the party of the Second doth agree and hereby agrees with the party of the first part to build and equip One hundred and Fifty Miles of said railroad with all the necessary rolling stock from Portland, South, through the Willamette Valley, for the Sum of five millions two hundred and fifty thousand dollars ($5,250.00) reckoned at gold and specie value, that is to say, if payment from time to time be made in national currency—now so called—it shall be made in payments for so much only as the same is worth in gold at the time of such payment, and so it shall be reckoned with anything else that may be received in payment at the time of such payment.

And the party of the Second part doth further agree with the party of the first part to build and equip with the rolling stock complete for the working of the same, that is to say the road shall be built upon a uniform gauge of four (4) feet and eight and a half (8½) inches, the maximum grade not to exceed (80) feet per mile and a minimum curvature of ten degrees (10), the width of the road bed to be eleven feet on the surface, the iron used to be the best quality known as "T" rail, weighing at least 45 lbs. per linear yard; the ties shall be the best wood to be obtained for strength and durability not less than six by eight inches and eight feet in length, to be laid at the rate of two thousand six hundred and forty per mile. The amount of rolling stock shall consist, for the first division of twenty five miles, extending from

Portland to French Prairie of two first class locomotives, weighing not less than sixteen tons each, two first class passenger cars, two baggage or express cars.

The next division of about twenty five miles reaching to Salem, one first class locomotive of not less than sixteen tons weight, two first class passenger cars, one baggage car, twelve box cars and two platform cars.

For the next division of about twenty five miles reaching to Albany, one first class locomotive, weighing not less than twenty-six tons, two first class passenger cars.

For the next division of about ten miles, reaching to near Corvallis, One first class locomotive, weighing not less than twenty six tons, two first class passenger cars and six box cars.

For the next division of about thirty miles, to Eugene City, one first class locomotive, weighing not less than thirty tons, three first class passenger cars, one baggage and ten each, box and platform cars.

For the last division of about thirty miles, two first class locomotives weighing not less than thirty six tons, four passenger cars, twenty box cars and six platform cars.

The contractors shall provide suitable stations and turnouts at various points to be designated by the company, at the rate of one for every ten miles; for water tanks as often as once in twenty miles, where water can conveniently be had, such locations to be designated by

the company. At the large towns, designated as the termini of the different divisions, suitable buildings shall be erected for the accommodation of passengers and freight, depots of ample size to accommodate the business of the road, shall be constructed in a substantial and durable manner; also engine houses of a sufficient capacity for the safe housing of all the engines.

The contractors shall erect and furnish suitable machinery for a repair shop at a point designated by the company.

The President of the company and the Engineer of construction, shall compose a commission, whose approval shall be necessary to the acceptance of the work.

And the party of the Second part doth agree to receive payment for the building and equipping said One hundred and fifty miles of railroad in the company's first mortgage railroad bonds, payable in twenty years from the date of the same, with interest semi-annually, PROVIDED that in case the company while the road is being constucted, is unable from its resources to pay the interest on its bonds issued to the said party of the Second part, the same shall be payable in the first mortgage bonds of the company, of regular series and character of their par value.

All said bonds to be secured by a first or bottom mortgage on said One hundred and fifty miles of railroad, and all the rolling stock thereof, and such amounts in specie as the company may provide, and the party of the first part, hereby promises, covenants and agrees with

the party of the second part to pay the sum of five millions two hundred and fifty thousand dollars, received at gold or specie value, as aforesaid, to the party of the second part, or its assigns, for constructing and equipping, with rolling stock said railroad, from Portland in the State of Oregon to the head of the Willamette Valley, or a distance of One hundred and fifty miles; and the party of the first part promises, covenants and agrees with the party of the second part, to issue or cause to be issued, the first mortgage, gold bearing, railroad bonds of the Oregon Central Railroad Company, the payment of which shall be secured by a bottom mortgage on said One hundred and fifty miles thereof, and all the rolling stock of the same. Interest on said bonds to be made payable at the rate of seven per cent. per annum as aforesaid; and the said party of the first part agrees, that the said bonds shall be issued in such forms and sums, and to be endorsed, if need be, to make the same negotiable and satisfactory. And the Engineers employed are to be paid by the party of the Second part, and shall, or may be, nominated by the party of the Second part, if it see fit so to nominate the same; and that the party of the second part shall be entitled to the earnings of the road until such time as the same is accepted by the company.

And the party of the first part, further agrees, to deposit in some safe bank in the State of New York, designated by the party of the Second part, fifteen thousand dollars per mile of the amount of said railroad bonds, to be delivered to the party of the second part in payment as aforesaid, as the bills of lading for iron and roll-

ing stock, and other materials, shall, from time to time, be accepted by such engineer, PROVIDED that the company shall not sell or dispose of their regular, first-mortgage bonds, at less than their par value, and the party of the first part further agrees to make monthly payments upon the work as approved by the Engineer, reserving twenty per cent. of the amount of work done each month, until the division is accepted by the commissioners.

And the party of the first part further agrees to use every means in their power to obtain as much cash and money aid from the people of Oregon, as is possible, for the furtherance of this enterprise.

And the party of the first part, further agrees to issue two millions of preferred stock of The Oregon Central Railroad Company, bearing interest at seven per cent. per annum, and deliver the same to the party of the second part immediately after the signing of this contract.

And it is further understood and agreed between the parties hereto, that the work shall be commenced within one year after the signing of this contract. And the whole one hundred and fifty miles be completed within five years thereafter.

And it is also understood that the common stock of the O. C. R. R. Co. shall be offered for sale to the people of Oregon, at ten cents on the dollar, and at the expiration of six months from the commencement of work on the road, subscriptions at the same rate shall be re-

ceived from any persons whomsoever, for the amounts then remaining unsold.

In Witness Whereof, we, Geo. L. Woods, President, and Sam'l A. Clarke, Secretary, on behalf of The Oregon Central Railroad Company, as authorized by the Board of Directors, have hereunto affixed our hands and the seal of said company, on the part of said company, party of the first part, to the foregoing contract this the twenty third day of April A. D. 1867, at the office of said company in the City of Salem, Marion Co., Oregon.

GEO. L. WOODS,
Pres., O. C. R. R. Company.

(Corporate)
(Seal)

S. A. CLARKE,
Secry., O. C. R. R. Company.

And for the party of the Second part

ALBERT J. COOK

Witness:
T. R. BROOKS
J. H. PARKER

By his Attorney in fact
S. C. ELLIOTT.

On motion it was

RESOLVED

That the Oregon Central Railroad Company borrow the sum of Five Million Two Hundred and Fifty Thousand Dollars ($5,250,000.) on the credit of the corporation, that sum being deemed necessary for construct-

ing and completing their railroad, and for the purpose aforesaid there shall be issued five thousand two hundred and fifty of the bonds of the said company of the denomination and in the sums of one thousand dollars each, to be numbered from one to five thousand two hundred and fifty inclusive each payable to ——— or the holder thereof all of said bonds to be of the same tenor, date and amount and payable in gold coin of the United States of America, dollar for dollar, in the City of New York, and twenty years after the date thereof on a day certain, to be therein named, and to bear interest at the rate of seven per cent. per annum, payable semi-annually at the City of New York, and in the gold coin of the United States, for which interest, there shall be attached to said bonds, interest coupons payable to bearer in said City of New York in United States gold coin, dollar for dollar, on the days and times expressed as aforesaid, and the coupons so attached, to each of such bonds shall be numbered from 1 to 40 inclusive, which bonds shall be in the following form, to wit:

A No.

THE OREGON CENTRAL RAILLROAD COMPANY

1000 1000

THE OREGON CENTRAL RAILROAD COMPANY.

(a corporation duly organized under the laws of the State of Oregon, and having its principal place of busi-

ness in the City of Salem, in the county of Marion, in said State,) hereby acknowledge themselves indebted to PITT COOKE, Esq., or to the holder thereof, in the sum of ONE THOUSAND DOLLARS, payable in GOLD COIN OF THE UNITED STATES, At the City of New York, twenty years from the date hereof, with interest thereon at the rate of SEVEN PER CENT. PER ANNUM, payable semi-annually, in like gold coin, at the City of New York, on the first day of January and July of each year, upon the surrender of the appropriate coupon hereto annexed. This bond is one of the series A of FIRST MORTGAGE BONDS, issued pursuant to a unanimous resolution of the Board of Directors, adopted April 23, 1867, authorizing the issuance and negotiation of the Bonds of said Company to the extent of FIVE MILLIONS TWO HUNDRED AND FIFTY THOUSAND DOLLARS, in six grand series, designated respectively A, B, C, D, E, and F, for the purpose of constructing, completing and equipping the Railroad belonging to the said Company.

The payment of the principal and interest of this and the other "FIRST MORTGAGE BONDS" above mentioned, is secured by a FIRST MORTGAGE executed by the said Company on the first ONE HUNDRED AND FIFTY MILES of their railroad, from the CITY OF PORTLAND, in the State of Oregon, to the head of the WILLAMETTE VALLEY, in said State, and on all the rolling stock, fixtures, and franchises thereof to A. C. GIBBS and W. S. LADD,

of the said City of Portland, said State, as Trustees for the holders of such "FIRST MORTGAGE BONDS" and coupons, and is further secured by the creation of a sinking fund for the purpose of such payment.

IN TESTIMONY WHEREOF, The said Company have caused their corporate Seal to be hereunto affixed, and these presents to be signed by their President and Secretary, this twenty-third day of April, A. D. one thousand eight hundred and sixty-seven.

————Sec'y. ————Pres't

(STAMP)

ENDORSED

Series A. No.———

THE

OREGON CENTRAL RAILROAD

COMPANY

SEVEN PER CENT. "FIRST MORTGAGE BOND." PAYABLE IN GOLD COIN APRIL 23, 1887.

$1,000.

(A. Bond No.....
) The Oregon Central Railroad Co.
(Will pay to the bearer Thirty Five Dollars in
)gold coin at the City of New York on the 1st
(day of January, 1868. Sec'y.

We hereby certify that this Bond is one of the within described Series A, (said series being composed of eight

hundred and seventy-five Bonds of like tenor and date), secured by a Mortgage executed and delivered to us as within described.

) Trustees.

Said bonds shall be signed by the President and Secretary of the Company and the corporate seal of said Company affixed thereto and the coupons shall be signed by the Secretary, the President and Secretary being hereby fully authorized and empowered in the premises, so to do.

And it is further ordered and resolved that there shall be and is hereby created, a sinking fund of a sufficient amount to pay from time to time, as the same becomes due, the interest and also the principal of said bonds: That the Treasurer of said O.C.R.R.Company shall on or before the first of June and December in each year, set apart out of any money in his hands belonging to said company, a sufficient amount to pay the coupons for the interest on all such outstanding bonds, then next coming due, which shall be appropriated solely for that purpose under the order of the Board.

That unless such bonds are otherwise sooner paid or redeemed, there shall be set apart as, and for a fund to redeem the same, on the first day of September, of each of the following years: 1883, 1884, 1885, 1886 & 1887, the sum and amount of One million and fifty thousand dollars ($1,050,000.00) in gold coin, which said sum of

money shall be kept and used, or properly secured for that purpose and no other, under the order and direction of the Board of Directors, and it is further ordered and

RESOLVED

That to further secure the payment of said bonds and the interest thereon as stipulated and provided as aforesaid, a mortgage be executed by the President and Secretary with the corporate seal of the corporation affixed thereto, and to be a first lien, upon the first One Hundred and fifty miles of the Company's railroad, commencing at the City of Portland and running southerly one hundred fifty miles, together with all the depots, warehouses and superstructure upon and belonging to said One hundred and fifty miles of railroad and upon the rolling stock, personal property and franchises pertaining thereto, as provided and permitted by the laws of this State.

On motion it was further

RESOLVED—That the orders and resolutions, so passed as aforesaid, and the bonds therein ordered to be executed and issued, and the mortgage to be made as security for the payment of the same, are so made, done, performed and executed upon the express condition that the stockholders of said Company, and the individuals who may hereafter hold stock in said company, shall not, in name or form either directly or indirectly, be liable for any of the debts or liabilities of said company beyond the amount respectively and individually subscribed by them to the Capital Stock of the Company.

On motion it was

RESOLVED, That the Secretary be authorized to procure the necessary stock certificates for the use of the Company.

Albert J. Cook—the contractor aforesaid—having by his Attorney in fact, S.G.Elliott, in a written communication, designated Jay Cooke & Co. of New York as his bankers to receive the bonds to be deposited according to contract, it was

RESOLVED

That the President and Secretary are authorized and instructed to execute three hundred and seventy five bonds from 1 to 375 inclusive, Series "A" of the form heretofore provided and forward the same to said Jay Cooke & Co., Bankers, Corner of Nassau & Wall Sts., New York City, with a letter of instructions, directing them to deliver the same, from time to time, in amounts corresponding to the value of iron and material shipped by said contractor for the use of the Oregon Central Railroad.

Whereupon the meeting adjourned.

S. A. CLARK
Secretary.

At a called meeting of the Stockholders held April 26th.,1867, at the Company's office in Salem, there were present G. L. Woods—President—J. H. Moores, I. R. Moores and S. A. Clark.

This meeting being called to order, it was moved by I. R. Moores, that F. A. Chenowith, a stockholder of the Company, be nominated for a Director of the Company to fill the existing vacancy. A Ballot being taken, F. A. Chenowith received all the votes cast, representing a majority of the Stock and he was declared duly elected as a Director of the Company.

It appearing that E. N. Cooke, elected a Director of this Company, is now absent from the State, and cannot qualify or perform the duties of the office, it was, on motion of I. R. Moores—RESOLVED, That the position of Director for which E. N. Cooke was elected be declared vacant on account of his absence from the state, which motion passed, and the election of a Director to fill the vacancy being in order, T. McF. Patton was nominated by I. R. Moores and a ballot being taken, he received a vote of a majority of the stock of the Company, he was declared to be unanimously elected such Director.

The official oath was administered as follows:

State of Oregon)
) ss.
Marion Co)

I hereby solemnly swear that I will faithfully discharge the duties of Director of The Oregon Central Railroad Company to the best of my ability. So help me God.

(Signed) F. A. CHENOWITH
T. McF. PATTON

Subscribed and sworn to (Notarial)
before me this the 26th. (Seal)
day of April A. D. 1867. (R.S.5 cts)
Witness my hand and
Notarial Seal hereunto
affixed. I. R. Moores, Notary Public.

Whereupon the meeting adjourned.

S. A. CLARK,
Secretary.

At a meeting of the Board of Directors of the Oregon Central Railroad Company, held at the office of the Company in Salem, November 27th. A. D. 1867, there were present, Geo. L. Woods, J. H. Moores, I. R. Moores, T. McF. Patton and S. A. Clark.

On the part of the contractors, A. J. Cook & Co., successors in interest to A. J. Cook, who contracted on the 23rd. of April last, to build and equip One hundred and fifty miles of the Company's road, from the City of Portland, South, there appeared before the Board, N. P. Perine of San Francisco, one of the said firm of A. J. Cook & Co., who on the part of said contractors proposed that a supplimental contract should be entered into to define and in some respects modify the terms of the said contract of April 23rd., 1867.

After due consideration with J. H. Mitchell and S. Ellsworth, attorneys for the corporation, it was ordered by a unanimous vote of the members of the Board present, that the Oregon Central Railroad Company will

this day enter into a supplemental contract with A. J. Cook & Co. which shall in form and matter be as follows:

This Supplemental Agreement, hereunto attached, is made to the following described contract, a copy of which—paged and lined—is hereunto annexed.

"Memorandum of an agreement made this 23rd. day of April in the year of Our Lord One Thousand Eight Hundred and Sixty Seven (1867) by and between The Oregon Central Railroad Company, organized under and in accordance with the General Laws of the State of Oregon of the first part and Albert J. Cook of the Second part;" and is made as an amendment to certain provisions of the said above described agreement and supplementary thereto.

The above described contract is amended as follows:

Strike out line 5 page 4 and in lieu thereof insert—*In the Company's first and second mortgage railroad bonds.* Also in line 14, same page, after the words "a first" add the word *and second*: Also amend Line 1, Page 5 thus: after the word "first" insert *and second.*

Also amend said contract by striking out Lines 19, 20, 21, 22, 23, 24, 25, 26, 27, 28 & 29. All on page 5 of said contract: Also strike out lines 21, 22, 23, 24, 25 & 26 & 27 down to the word "unsold" on page 6. & in whatever lines and places in all said contract, the words "First Mortgage" occur, the same shall be amended to read *"First & Second Mortgage."*

This supplemental agreement further Witnesseth:

That whereas the party of the Second part to the above described agreement, have expended large sums of money for materials for said road, which is now on the way by vessels to the port of San Francisco, California, and whereas the party of the first part failed to present the bonds provided for in the above described contract, before amended in a satisfactory form and manner and whereas the said amount of material already purchased is equal to three-fourths of the amount required for the first division as near as the same can be estimated, and whereas the party of the second part have arranged to use a fifty pound rail in place of the 45 lb. rail provided for in the above described contract, and to which the party of the second part agree: Therefore, the party of the first part agrees in addition to the covenants and agreements set forth in the above described contract, that the party of the second part shall have the free use of the said railroad for the transportation of all material required in said work, also as well all men, horses, mules, cattle, sheep, hogs and provisions of any and every kind required by said party, while constructing said road; also all iron, iron rails, bars, castings, spikes, chains, switches, machinery, frogs, car wheels and all timber for bridges, trestle-work, cattle guards and cross ties and timber for all depots, stations and all other materials required or used, with everything else required by said contract, in the construction of said road until said One hundred and fifty miles of said road has been completed.

And the party of the First part further agrees to execute a new mortgage of sixteen thousand dollars

per mile in place of the first one for thirty five thousand dollars per mile and deliver to the said party of the second part, three hundred thousand dollars of amount, also to execute four hundred thousand dollars of Series "B" for the second division and deliver One hundred thousand dollars of the said Series "B" at the same time that the said three hundred thousand dollars of Series "A" which shall be delivered immediately after the signing of this contract, to the party of the Second part.

And the party of the first part further agrees to deliver the remaining One hundred thousand dollars, for the first division as soon as the Engineer shall certify that all the materials are bought for the said first division; and also shall deliver the remaining three hundred thousand of the Series "B" as soon as the said Engineer shall certify that all the materials have been bought for the second division; and so it shall be with all the remaining divisions.

Said first mortgage bonds, to the amount of Sixteen thousand dollars per mile shall be delivered as soon as the Engineer of said company shall certify that the materials are purchased for such divisions until all the amounts of such first mortgage bonds are delivered to said party of the Second part.

And the party of the first part agree to execute a second mortgage on their road of the same form and style and for a like amount of the first mortgage and execute the second mortgage bonds and deliver the same as payment for work done by said contractors after all other means of said Company shall be exhausted, in

all other respects bearing the same rate of interest payable at the same time and in the same kind of money as provided for in the mortgage for thirty five thousand dollars in the attached former contract, only differing in being a first and second mortgage and in amounts of sixteen thousand dollars each in place of the one for thirty five thousand dollars.

And the party of the second part agrees to receive the said second mortgage bonds upon the terms set forth in the former contract for amounts due after the company shall have exhausted all their other means, and said bonds shall be taken upon the same terms as the first mortgage bonds.

And the party of the first part agree that they will enter upon the canvassing of the state for the purpose of having the common stock disposed of, upon the terms set forth in the preceding contract. That is to say, the stock shall be issued as full paid stock when ten per cent has been paid on the same, and all moneys received for said stock shall be paid to the contractors for work done so far as the same will go, reserving only ten per cent of the amount to meet the expenses of said Company.

And the party of the first part further agrees to advance to the party of the second part when the first section or division of the road is completed according to said contract, common stock of said company to the amount of thirty thousand dollars per mile for each mile of the two first sections of said railroad, less the amount

that may at that time have been sold as hereinbefore provided, and as each remaining section or division of said railroad is completed, the said party of the first part shall transfer to the said party of the second part, common stock of the company to the amount of thirty thousand dollars per mile, for each mile of the next succeeding division of said road, to be constructed, less such amounts as may at that time have been sold as aforesaid, and the stock so transferred shall be charged to the said party of the second part at the rate of ten cents on the dollar, and the amounts so charged to the said party of the second part, shall be considered as a coin payment made to them for the construction of said road.

And the party of the first further agrees to select a suitable location for the Company's shops and secure a title to the land for the same purpose as soon as possible, after the signing of this supplementary contract; Also they agree to assist in securing the right of way for the road as fast as possible after the engineer shall locate the line of said road also that the party of the first part will enter upon said canvassing for the taking of said stock as soon as this supplementary contract is signed and extend the same throughout the state of Oregon in a thorough manner.

And the party of the second part agrees to accept the above conditions in lieu of the former contract as an amendment to the same, reserving all the rights and covenants of the above described contract not changed or affected by this supplementary contract. And the said first contract is to remain in force in all respects wherein

the same is not changed by the present supplementary contract made in pursuance of a mutual understanding & to the mutual benefit to both parties hereto, & for the consideration above named.

In witness whereof the parties hereto have caused the same to be signed by the President and Secretary of the party of the first part, and by the party of the second part on this the 27th day of November A D 1867.

And on motion the Secretary was instructed to prepare such contract in duplicate and the President and Secretary were instructed and authorized to sign and execute the same on behalf of the company, and to deliver a copy of said contract so duly signed and executed to N. P. Perine when he should have signed and executed the said duplicate copies for and as one of the firm of A. J. Cook & Co. Successors in interest to O. J. Clarke, with whom the original contract was made on the 23" day of April 1867

And on motion the Secretary was instructed to prepare for delivery to said N. P. Perine the bonds of the Company to be delivered to said contractors, according to the terms of said contract, that the same may be ready for delivery when the terms thereof are complied with.

On motion C. N. Terry and I. L. Parrish of Salem were duly elected Trustees for the bondholders, as required in issuing bonds under the terms of the Mortgage required to be made. And the Secretary was instructed to notify them of their election as such Trustees, and ascertain if they accept the said trust.

On motion the Board adjourned.

S. A. CLARKE
Secretary

Salem, Oregon April 7th, 1868

At the annual meeting of the Stockholders of the Oregon Central RailRoad Company held this day at the Company's office in Salem there were present, representing the majority of the stock

A. J. Cooke by S. G. Elliott his attorney
Geo L Woods by I. R. Moores his attorney
S. Ellsworth by I. R. Moores his attorney
J. H. Moores
T. Mc F. Patton
S. A. Clarke
E. N. Cooke
S. B. Parrish

In the absence of the President I. R. Moores the Vice President presided.

The minutes of a meeting of Stockholders purporting to have been held on the 24th day of March, ultimo, were read and on motion of Mr. S. G. Elliott is was ordered, that all of said proceedings are hereby struck out and declared null and void, for the reason that the majority of the stock of the company was not represented.

On motion the meeting adjourned to meet at the office of the Chief Engineer of the Company at the City of Portland, on Wednesday April 15th, 1868.

S. A. CLARKE
Secretary

Office of Chief Engineer of O C R R Co

Portland Oregon, April 15 1868

At an *an* adjourned meeting of the Stockholders of the Oregon Central R R Company held this day there were present of the stockholders of the company representing a majority.

O. J. Cook by S. G. Elliott his proxy
G. L. Woods by I. R. Moores his proxy
S. Ellsworth
J. H.Moores
I. Mc F. Patton
S. A. Clarke
E. N. Cooke
S. B. Parrish
F. A. Chenoweth by I. R. Moores his proxy
J. H. D. Henderson
Phil Wasserman
S. F. Chadwick by H. Boyd his proxy
A. M. Loryea
A. L. Lovejoy
J. Conser
J. E. Ross by H. Boyd his proxy
J. H. Douthit
Hamilton Boyd
A. F. Hedges
J. H. Mitchell

I. R. Moores Vice President presiding the minutes of the meeting held April 7th were read and approved.

On motion Mitchell Ellsworth & Clarke were ap-

pointed a committee to report necessary amendments to the By-Laws of the Co.

After consultation the Committee made the following report

REPORT

Your committee appointed to review the By-Laws, would make the following report.

We recommend that Sec. 2 be amended so as to read as follows:

"Sec 2. The annual meeting of the stockholders of this company shall be held on the first Tuesday of April of each year at such place as shall be appointed by resolution of the Board of Directors at which an election for twenty Directors shall be held to serve for the ensuing year and until their successors are elected and qualified.

In case the said annual meeting, for any cause shall not be held on said day, or a majority in value of the stockholders shall not be present, some other time shall be appointed within 90 days thereafter".

And we further recommend that Section 6. of said By-Laws be so amended as to read:

"Sec 6. Seven or more Directors shall constitute a quorum for the transaction of business, but no debt shall be contracted unless passed by at least 11 votes.

Official meetings may be at any time called by the President or by five members of the Board.

(SIGNED) J. H. MITCHELL
S. ELLSWORTH
S. A. CLARKE

On motion the report was received and the Committee discharged.

Mr. Mitchell moved that the report be adopted and the By-Laws be amended as therein proposed, which motion passed by a unanimous vote.

Mr. Loryea moved that the meeting proceed to the election of twenty Directors to serve for ensuing year, which motion passed.

Mr. Ellsworth moved that the vote of the individuals present composing the meeting shall be taken, to designate such Board of Directors, and that the Secretary be instructed to then cast a vote for the amount of stock held by the Company, said vote to be given for the persons indicated by the vote previously taken.

Thereupon a ballot was taken according to law, and upon the vote being cast by the Secretary in accordance with the foregoing instructions the following result was arrived at

Geo. L. Woods	received	70019	votes
I. R. Moores	"	70019	
J. H. Moores	"	70019	
S. A. Clarke	"	70019	
E. N. Cooke	"	70019	
F. A. Chenoweth	"	70019	
T. Mc F. Patton	"	70019	

J. H. D. Henderson	"	70019
S. Ellsworth	"	70019
Philip Wasserman	"	70019
S. F. Chadwick	"	70019
A. M. Loryea	"	70019
A. L. Lovejoy	"	70019
Jacob Conser	"	70019
John F. Miller	"	70019
John E. Ross	"	70019
J. H. Douthit	"	70019
Hamilton Boyd	"	70019
S. B. Parrish	"	70019
A. F. Hedges	"	70019

and were declared elected such Board of Directors.

OATH OF DIRECTORS.

The Directors elected who were present—as follows—appeared and qualified by taking this Oath.

State of Oregon)
) SS
County of Multnomah)

We, I. R. Moores, J. H. Moores, S. A. Clarke, E. N. Cooke, T. Mc F. Patton, J. H. D. Henderson, S. Ellsworth, Phil Wasserman, A. M. Loryea, A. L. Lovejoy, J. Conser, J. H. Douthit, H. Boyd, S. B. Parrish and A. F. Hedges, Directors of the Oregon Central Railroad Company, being severally sworn do severally depose and say, that we will faithfully and honestly discharge our duties as such Directors.

I. R. Moores
J. H. Moores
S. A. Clarke
E. N. Cooke
T. Mc F. Patton
J. D. H. Henderson
S. Ellsworth
Phil Wasserman
A. M. Lovejoy
Jacob Conser
H. Boyd
J. H. Douthit
S. B. Parrish
A. F. Hedges

Subscribed and sworn to before me this fifteenth day of of April A. D. 1868.

C. W. Parrish
Notary Public
(SEAL) for Oregon

(Inter-revenue stamp, $.05, affixed)

Certificate of President as to election
OF THE BOARD OF DIRECTORS.

Portland Oregon April 15, 1868

This is to certify, that, an election of Directors at the annual meeting of the stockholders of the Oregon Central Railroad Company this day held, the following named gentlemen were elected as the Board of Directors

of said company for the ensuing year, to-wit: J. H. Moores, S. A. Clarke, E. N. Cooke, T. Mc F. Patton, J. H. D. Henderson, S. Ellsworth, Phil Wasserman, A. M. Loryea, A. L. Lovejoy, Jacob Conser, H. Boyd, J. H. Douthit, S. B. Parrish, A. F. Hedges, I. R. Moores, I. F. Ross, Geo. L. Woods, S. F. Chadwick, F. A. Chenoweth, J. F. Miller.

I. R. Moores Vice Pres't.
acting President and ex-officio
inspector of election.

It was moved and carried that a meeting of the Board of Directors shall be held this evening at this place.

On motion the meeting adjourned.

S. A. CLARKE
Secretary

Meeting of Board of Directors.

Office of Chief Engineer

Portland Oregon April 15th 1868

At a called meeting of the Board of Directors authorized by the meeting of stockholders this day held there were present Messrs. J. H. Moores, I. R. Moores, Cooke, Clarke, Patton, Henderson, Ellsworth, Wasserman, Loryea, Lovejoy, Conser, Boyd, Douthit, Hedges, Parrish.

On motion Mr. I. R. Moores presiding the Board

proceeded to the election of officers for the ensuing year.

Mr. Wasserman nominated Mr. I. R. Moores for President and upon a ballot being taken according to law, Mr. Patton and Mr. Conser acting as tellers, Mr. I. R. Moores received 13 of the votes cast and was declared by the Secretary to be duly elected President of the Board. Woods received one vote and there was one blank vote.

Mr. Douthit and Mr. Loryea were nominated for Vice President and upon a ballot, Mr. Douthit received six votes, Mr. Loryea received nine votes and the President announced that A. M. Loryea having received a majority of the votes cast was duly elected Vice President.

Mr. Cooke and Mr. J. H. Moores were nominated for treasurer and upon a ballot Mr. Cooke received eight votes, Mr. Moores four votes, Mr. Boyd one vote and the President announced that Mr. E. N. Cooke having received a majority of the votes cast was duly elected Treasurer.

Mr. Clarke and Mr. Patton were nominated for Secretary and upon a ballot Mr. Patton received four votes, Mr. Clarke ten votes Blank one vote, and the President announced that Mr. Clarke having received a majority of the votes cast was duly elected Secretary.

Mr. Clarke announced that as his position as Secretary, might be considered incompatable with a voice as Director, he offered his resignation of the position of Director, which resignation on motion, was accepted.

On motion it was ordered that a committee of three be appointed to prepare an address to the people of Oregon, on the value of railroads.

Messrs. Loryea, Wasserman and Boyd were appointed as such committee.

On motion it was ordered that an executive committee of five shall be appointed.

Messrs. Parrish, Loryea, Patton, Ellsworth and Lovejoy were appointed as such committee and at suggestion of Mr. Wasserman the President was added thereto, by the general consent of the Board.

On motion it was ordered that Finance Committee, consisting of three Directors be appointed.

Messrs. Cooke, J. H. Moores & Henderson were appointed as such committee.

On motion it was ordered that a committee of Ways and Means, consisting of three members shall be appointed.

Messrs. Boyd, Douthit and Wasserman were appointed as such Directors.

On motion Messrs. Loryea Ellsworth & Patton were appointed a committee to prepare instructions to the various committees and to devise a uniform system to be pursued in securing aid for the road.

Mr. Boyd offered the following.

RESOLVED

That the Directors of this Board resident in the City of Portland be authorized and directed to com-

municate and confer with the common Council of the City of Portland and the County Commissioners, as soon as practicable, relative to a terminus and the securing of aid toward the enterprise, which was unanimously adopted.

Mr. President presented for the information of the Board a copy of the complaint made in a suit brought by State of Oregon ex rel agst J. Gaston and others, which was read by the Secretary.

Mr. Jas. P. Flint who was present by invitation addressed the Board at length on the prospects of the enterprise with many valuable suggestions as to course to be pursued to forward its successful completion. Expressing great admiration for the ability displayed by Mr. Elliott in securing aid from capitalists at the East, as contrasted with the success secured for similar enterprises in California in the like time.

Mr. Elliott was then invited to address the Board and detailed to them his proceedings at the East, the amt of material purchased and money aid secured, as well as the difficulties that had attended him. He also submitted proposition for the construction of the road through Southern Oregon which was referred on motion to a special committee of three consisting of Messrs. Patton, Hedges and Boyd.

On Motion It Was:

RESOLVED. That the Company send an Agent and representative to the East.

Which motion passed.

Mr. Lovejoy nominated A. M. Loryea as such agent and Representative, and a vote being taken, he was unanimously elected to said position.

On motion, the following preamble and resolution were adopted.

WHEREAS, It is deemed expedient as a measure to promote the interests of the Oregon Central Railroad Company and facilitate the fullfillment of the Contract existing between the said Company and A. J. Cooke & Company for the construction of the road of said company for one hundred and fifty miles from Portland South, that one of the Directors of this Company shall be sent to the Eastern States as its representative and Agent, and

WHEREAS, At a meeting of the Board of Directors of the Company A. M. Loryea has been unanimously elected to such agent & representative therefore it is hereby

RESOLVED. That A. M. Loryea as the agent and representative of the Oregon Central Railroad Co. is fully empowered to represent our interests and assist in all matters relating to negotiation of the Company's bonds, or the exchange of Securities, and he is expected to generally advocate & protect the interests of the Corporation in the Eastern States and keep the Company advised from time to time of his progress.

Upon motion the Board adjourned until tomorrow morning at ten o'clock.

S. A. CLARKE
Secretary

Portland Oregon Thursday

April 16th 10 o'clock A. M.

The Board met pursuant to adjournment. All present as of yesterday, the President in the chair.

According to arrangements made for the commencement of work upon the road at East Portland, and for an appropriate celebration of that important event, the details of which are fully given the Daily papers of the City of Portland, extracts from which are given herewith that the full voice of the press concerning the same may be preserved in the minutes of the company for convenient reference, and as a permanent record thereof.

From the Daily Evening Bulletin.

RAILROAD COMMENCEMENT.

At the appointed hour this morning the various military and civic societies of our city, assembled on First street, where the procession formed in the following order:

Grand Marshal and Aids.
Fourteenth Infantry Brass Band.

FIRST DIVISION.

Capt. C. S. Mills—Marshal.
Washington Guard.
Fenian Guard.
Mayor and Common Council of the City of Portland.

Chaplain of the Day.
Orator of the Day.
President and Directors of the O. C. R. R. Co.
Chief Engineer and Corps O. C. R. R. Co.

SECOND DIVISION.

Chief Engineer Portland Fire Department—
Marshal.
Assistant Engineers Portland Fire Department.
Aurora Brass Band.
Willamette Engine Co. No. 1.
Multnomah Engine Co. No. 2.
Columbian Engine Co. No. 3.
Protection Engine Co. No. 4.
Vigilance Hook and Ladder Co. No. 1.

THIRD DIVISION.

Marshal.
Citizens in Carriages.
Citizens on Horseback.
Citizens on Foot.

After marching and countermarching through the city, the procession crossed the river, forming on the east bank and marching to the spot selected for the commencement of exercises. The officer of the company, the members of Common Council, the orator of the day, and others, were called to the stand amid the plaudits of the multitude.

Rev. Mr. Waller advanced to the front of the Speak-

er's stand, and commenced the exercises by offering up a fervent prayer.

Hon. J. H. Mitchell then advanced, and on behalf of Samuel M. Smith, Esq., presented the President of the road with a shovel made from Oregon material, by Oregon workmen. His speech was eloquent in the extreme, and will be found in another column. President Moore responded in a neat speech, and taking the shovel he broke the first ground on the O. C. R. R. Co's. road, (east side.)

The vast number of people who left their business to attend these exercises attests the deep interest felt in the railroad enterprises now inaugurated in this State, and we sincerely hope that nothing will transpire to shake the people's confidence in either.

THE DAILY HERALD

Official Paper of the City.

CITY AND STATE NEWS.

ANOTHER GREAT DAY.—We have to chronicle another great event in the history of our young State. As announced, the formal commencement of the construction of the Oregon Central Railroad (east side) was inaugurated yesterday in East Portland, near the south line of what is known as Stephens' Land Claim. The exact locality in which transpired the interesting proceedings was decked with nature's green and presented as lovely a scene as one could wish to behold. Scarcely a stick or stone could be found to mar the beautiful sur-

face, and near by stood the proud and towering forest trees which grow so luxuriantly in Oregon, and seemed to look down with satisfaction upon the proceedings which rendered famous the day of which we write. Our object is to give but a general idea of what transpired for the information of those who were not present. We would gladly publish the speeches made by the different orators, but our space actually forbids such an undertaking. Early in the day our people (and the strangers who were in the city) began to stir and gave indications that something important was looked for. The Portland and Frush ferry boats were both engaged for the auspicious occasion, and everything that could be done by man was accomplished to consumate the celebration with a crowning success. At an early hour the Fannie Troup arrived at her wharf, bearing a large number of visitors from Vancouver, including the Fire Department of that town and the Cavalry Band from the garrison. At the wharf the firemen of our own city met and received their brother firemen in a flattering manner, and escorted them through our streets. The Washington and the Fenian Guards were out in gay uniforms, and lent enthusiasm to the occasion by their military bearing and presence. The Aurora Brass Band had arrived the day previous and gave us some of their sweetest strains. The programme, as advertised, was carried out to the letter. The Marshal (Zieber) and his Assistants (Messrs. Starr and Whiting), succeeded admirably in the parts allotted to them. When the great concourse of citizens and visitors reached the locality where

the ground was to be broken, they found great preparations had been made by the erection of stands, shades, and seats for the ladies, and in fact all that could be had been done, except to provide seats for the most of the thousands who were present, which of itself was ordinarily impossible. The stream of visitors was actually increased to the close of the proceedings, hence, to estimate the number there were out, is, to say the least, impracticable.

Everybody busied themselves talking, looking and surmising, and canvassing the great work to be commenced—the railroad stakes then stuck in Oregon soil was a wonder almost of itself, and they were gazed at with interest by all. After the crowd had become somewhat calm, Mr. Loryea called the multitude to order and stated that the first in the order of the ceremonies was the presentation of the shovel mentioned by us a day or two since as having been manufactured at the Willamette Iron Works in this city expressly for the occasion. The presentation speech was made by J. H. Mitchell, Esq., for and in behalf of Sam. M. Smith, who procured made this implement of industry. Mr. M. indulged in a few happy thoughts upon the resources of Oregon, prompted by the fact that the shovel he held in his hand was manufactured entirely of Oregon material, even to the oil upon the handle; the silver upon which the inscriptions were made was taken from the mountains of Santiam. President Moore, of the Company, received the shovel and made a neat response, after which he descended and with his own hands formally com-

menced the stupendous work of construction a railroad. Music and deafening cheers failled the air and all present seemed to be relieved, now that work had commenced. Immediately after Mr. Moore completed breaking ground, about fifty Chinese workmen began in dead earnest the grading of the road. The orator of the day, Mr. Upton, was then introduced, and for a short time indulged in the consoling thoughts suggested by the commencement of a great work, which in time would make us a great and important State. The next speaker called to the stand was J. N. Dolph, Esq., who also indulged in happy remarks suggested by the importance of the occasion. J. H. Reed, Esq., was then loudly called for; he made his appearance and excused himself with the "fallacy" that he had nothing to say. But the audience knew better, and repeated their demands for his reappearance. He couldn't dodge it, and forth he came, and made one of those happy little speeches for which Reed is so proverbial. After the conclusion of the speeches, and the sights had been seen—i. e., laborers actually at work on the railroad, the entire assemblage reformed into a column, the military and firemen in the lead, and marched to the ferry landing, when they crossed as fast as two boats could carry them. Arrived upon this side of the river the different associations were escorted with music to their various quarters, and the Common Council, the Mayor and city officers to the Council room. The Vancouver firemen and military returned apparently happy over the day's doings. The steamer Senator was hauled up below the ferry landing,

in East Portland, to accommodate those who desired to ascend the river. Our citizens seemed determined to put in a full day, and many if "not more" gave themselves up to jollity and good feeling for the fraction of a day which remained. Not a disturbance of a serious nor a semi-serious nature occurred during the whole day, and that we consider a compliment to our people at large which cannot be granted to communities outside of Oregon. It is determined, we understand, to increase the force of laborers and continue in the good work commenced—which certainly is the hope of every man who has the interest of our State at heart.

THE DAILY OREGONIAN.

Friday Morning, April 17, 1868.

CITY.

Breaking Ground—East Side.—The 16th day of April, 1868, was a gala day in this city—a day to be long remembered by, at least, all who participated in, or witnessed, the ceremonies of "Breaking ground" for the Oregon Central Railroad, east side. At an early hour, large crowds of people belonging to this city, Vancouver, Oregon City, the towns above, and the surrounding country, gathered upon the principal streets to await the forming of the procession, announced to take place at 10 A. M. Flags were flying from the several Engine houses and most of the principal buildings of the city. The piazzas of the hotels and many of the residences, supported crowds of spectators of the animated

scenes in the streets below. Everywhere were people on foot, on horseback and in carriages, hurrying hither and thither in active preparation for the coming celebration. Never, except, perhaps, on our great National Anniversaries, has Portland witnessed a more general turnout of people, or more animated spectacles than were to be seen all along Front and First streets yesterday morning.

The Procession.

At about 11 o'clock, the elements of the procession having been assembled, the Marshals began to form the column, on First street, the right resting on Stark. At a few minutes past eleven, the procession moved up First street, led by the Aurora Band, followed by the Washington Guard, the Fenian Guard, the Mayor and members of the Council of the City of Portland, the Chaplain, Orator of the Day, the President and Directors of the Oregon Central Railroad Co., the Chief Engineer and corps of employees, constituting the First Division. In this division was borne the shovel to be presented by Samuel M. Smith to the President of the Railroad Co., and to be used in breaking ground. The Second Division consisted of the First U. S. Cavalry Band, the delegations of firemen from the Vancouver Fire Department, and the Portland Fire Department. The Third Division consisted of citizens on foot, on horseback and carriages. The procession, after marching through the principal streets, proceeded to the ferry, and crossing as rapidly as the two commodious boats could carry the people, reformed on the east side of the river and

marched to the place selected for breaking ground. Long before the procession moved, vast crowds of people flocked to the boats and crossed over in advance to make sure of being present when the ceremony should begin.

The Grounds.

The place selected for breaking ground was in an open field about three-fourths of a mile from the ferry landing at East Portland, and, perhaps, five hundred yards from the east bank of the river. Just on the right of the surveyed line of the railroad, a stand had been erected for the speakers, Directors and others who were to participate in the ceremonies. Opposite this was a shed containing tiers of seats for ladies. On the west and directly across the line of the road, were several tiers of seats for spectators—the three forming a sort of court or square opening to the eastward and looking directly out upon that part of the road where the workmen were to begin the grading as soon as the signal should be given that ground was broken. Just on the right of the speaker's stand in the center of the road, stood a flag staff from whose top floated the National banner. The preparations for seating the audience proved to be far too limited, not more than one-fourth of those present being able to get seats. A little way to the eastward were piles of wheelbarrow material, ready to be put together, shovels, picks and various other implements to be used in the work of construction, and farther along on either side of the marked line of grade, stood long rows of Chinamen with shovels in hand.

The Ceremonies.

The assemblage, numbering not less than Five thousand people, of whom a very large number were ladies, having gathered about the stand, Dr. Loryea came forward and announced that the ceremonies would be opened with prayer by the chaplain of the day, Rev. A. F. Waller. The chaplain arose and addressed the throne of grace, with an impressive petition for the favor of God upon the enterprise now about to be undertaken.

Presentation of the Shovel.

After music by one of the bands, the presentation to the President of the Oregon Central Railroad Co. of an Oregon-made shovel, was announced. This shovel bears on it a beautiful silver plate attached to the front of the handle, with the following inscription:

"Presented by Sam'l. M. Smith to the Oregon Central Railroad; Portland, April 16, 1868. Ground broken with this shovel for the first railroad in the State."

Presentation address by Hon. J. H. Mitchell.

Mr. President of the Oregon Central Railroad Company, ladies and gentlemen: I have been selected upon this occasion to present, in the name and on behalf of Samuel M. Smith. Esq., one of the worthy pioneers in trade in the city of Portland, to the Oregon Central Railroad Company, this substantial and magnificent piece of workmanship which I now hold in my hand, and which is truly and emphatically in the various materials from which it is constructed, a most fitting emblem of the

invaluable and unfailing resources of the State of Oregon. The blade of this ESSENTIALLY HOME production, this substantial shovel, beaten out as it is from the virgin ore taken from the prolific mines of Oswego—the Pittsburg of Oregon—where lies imbedded this valuable metal in inexhaustible quantities and of most fabulous richness, is a true representative of this important class of our mineral wealth. The handle, made from an Oregon maple, represents that material interest which includes all the vast resources of trade and commerce that can and must eventually spring from the most magnificent forests with which our State abounds. The beautiful silver plate that adorns the handle, and which bears upon its face the inscription of the donor, was carved out of the precious metal taken from the mountains of Santiam within this State, and it serves to remind us that our mineral resources are not confined to the baser metals, but that here in Oregon, as well as elsewhere upon the golden shores of the Pacific, the honest miner finds a full recompense for his hours of patient toil. The handle, also, you will observe, has been seasoned with oil manufactured by an Oregon mill, from the raw material grown upon an Oregon farm by an Oregon farmer, while the workmanship and mechanism displayed in its construction are but a just tribute to the mechanical skill, and the commendable industry of the people of our State.

And, Mr. President, in acting upon this occasion as the medium through whom this representative of the material resources of our State is conveyed to you, and to

the corporation which you represent, as a tribute of respect and confidence from one of the citizens of Oregon, for the indomitable energy and perseverance which have enabled you to enter this day upon the practical work of the great enterprise for which you were incorporated, it may not be inappropriate in me to refer very briefly to the cause of our assembling together at this time. The occasion of our presence here today, is one of profound interest to the people of Oregon. We are here for the purpose of celebrating the commencement of a new era in the history of her people. For the purpose of witnessing the laying of one of the great corner stones of that wealth, prosperity, influence, civilization and empire, shall soon characterize our State as a bright particular star in the great family of States, for the purpose of inaugurating a work which, under your fostering care, and management, and the well known energy and business and financial ability of the contractors represented here today in part by such men as Flint, Peabody & Co., of Boston and California, calling to their aid as they have, the best among the Civil Engineer Corps of the Pacific coast and, in fact of the nation, promises fair to move directly and rapidly on to successful completion. And a work, which, when completed, will be the great life artery of our young and noble State, and along which, impelled by the irresistable and energizing power of steam, will bound and rebound the great vitalizing currents of population, wealth, trade, internal commerce, and all that tends to make up and work out a glorious destiny for the worthy pioneers of our adopted State.

We are here to celebrate the inauguration in Oregon of that system of internal public improvements, which in the Eastern, Western and Middle States has brought the vast multitudes of these extensive regions into a close communication of trade interest and sympathy, and which has bound them together as with bands of fire and ligaments of steel, and to which, more than to any other system of internal improvements, are the United States to-day indebted for their unparallelled growth in material wealth, prosperity and power. And therefore it is not strange that an event such as this should call from their homes, their firesides, their farms, their work shops, their offices, their parlors and their sitting rooms, this vast concourse of people who have come hither to approve by their presence and to witness the commencement of a work that must tell so deeply and so materially upon the future welfare not only of Oregon as a State, but also upon the individual interests of her people. And it is an occasion upon which the hardy pioneers, especially those who first braved the dangers but a few years ago, of these Western wilds, who first reared the standard of civilization along the picturesque banks of our beautiful and far-famed Willamette, and planted the first seeds of our present greatness and future glory, as a people, can rejoice with exceeding great joy as they look back over the conflicts and trials of the past, and now find all culminating in a new era of prosperity and greatness that must inevitably, and at no distant day, make Oregon as a State what her agricultural, mineral and manufacturing resources, as well as the character-

istic energy and go-aheaditiveness of her people justly entitle her to—second to none West of the Rocky Mountains.

This, to some, may seem an extravagant prediction; but it is one, the truthfulness of which, will be demonstrated during the lives of many of those I now address. The sound of "the shovel" of to-day, which is caused by the first breaking of ground by "the Oregon Central Railroad Company" is but the legitimate echo of ten thousand similar sounds that are to-day reverberating along the eastern base of the Rocky Mountains and along the eastern and western slopes, and amid the Alpine caverns of the Sierras, and which shall continue to wake up the stillness of those solitudes, until from Portland, Maine, to Portland, Oregon, shall be one unbroken line of railway, and along which shall move in one continuous phalanx the population and wealth of this mighty continent; but not only of this continent, but of the continents of the world; and the islands of the sea. The Great Union Pacific which is now gradually but surely threading its way across our land like a huge serpent with a tongue of fire mocking at every opposition, when completed, as soon it will be, and of which the road this day begun is but a legitimate extension, will be the great internal highway of nations, along which shall pour in one uninterrupted current the trade of Europe, Asia and America, as it passes on like a swift-winged messenger, according to the laws of its being, to circumtravel the civilized nations of men. And who is there, I inquire, in this vast audience, representing as it does

every department of industry and trade, after contemplating the past history of our country, the unmistakable, and truly prophetic signs of the present, can remain incredulous either as to the speedy completion of the work this day commenced, or the influence and power which when completed it will have upon the prosperity of this people in developing our resources and building up our State to something like its true character and legitimate proportions? The revolutions wrought by the age of steam and by the irresistible will and energizing power of the American people are so really fabulous in their appearance that were they not stamped indelible and enduring characters upon the pages of American history, and in still more comprehensive language of imperishable truth upon the very face, the wide savannahs, the rugged mountains and the vardant hills of our favored land, their history would be treated as a fable emanating from the brain of a visionary. In 1754, when Dr. Franklin projected a plan for the union of the colonies, he proposed the city of Philadelphia as a metropolis, giving as a reason that it was situated about half way between the two extremes, and, as he said, could be conveniently reached even from Portsmouth, New Hampshire in eighteen days. Had a child of the future risen up from the gray mists of coming time and said to Dr. Franklin yea, and two generations shall not pass away until Portsmouth and Philadelphia shall be within a few hours ride, the revelation would have been regarded even by that great philosopher and statesman, as one never to be fulfilled. Even he who never told a

falsehood, would have been disbelieved, if on the 30th day of November, A. D. 1782, when England conceded American Independence, the Father of our Country, the immortal Washington, had been enabled to lift the veil of the future that then flung its darksome folds across the coming greatness of our Republic and had been permitted to look down the great broad avenue of coming time, and gifted with the speech of prophecy had turned to Adams and Jefferson and Hamilton and Randolph and others of his great compatriots, and said to them: I see coming slowly but surely on away down yonder in the dim distance upon the broad plain of futurity, thirty-five millions of people from all over the vast continent they are coming up, and from all nations beneath the shining sun—they are bearing in their hands great white banners, upon which are inscribed "Liberty and Progress" and they are coming nearer and nearer, and very soon they will take the place of the three millions who now possess this land, and the eight hundred thousand square miles of territory which now comprises our possessions, I see expanding on the north, south, and west, into a mighty area of over three million of square miles, bounded by conterminous oceans, bearing upon its face everywhere the unmistakable impress of civilization, of greatness, of power; and yet all this, fabulous as it might then have appeared, has come to pass in the brief period of three-quarters of a century. And who can comprehend the progress that is to succeed?—with a country doubling its population every twenty-five years, and inestimably rich in all that can tend to wealth

the mind becomes disturbed and the imagination lost in contemplating the future greatness of our country.

Twenty-five years ago the place where now lie those beautiful cities which loom up to our view on the eastern and western banks of the peaceful Willamette—Portland proper and East Portland—with their teeming thousands of busy population, their happy homes and joyful hearts, their school houses, their academies, their colleges, their temples of justice, their wealth, their trade, their commerce, their influence and their power, was a barren wilderness, a pathless swamp, a dismal solitude, threaded alone by the trail of the red man, and echoing to no more inviting sound than the scream of the badger and the war-hoop of the savage. Then this whole Pacific coast, from the Golden Gate to Behring's Straits, that now flings its broad expanse of increasing greatness toward the gilded arch of our western sky, was one vast unbroken wild over which the bird of promise had never flown, and where the foot of civilization had never trod; but to-day, through the indomitable energy of our race, and by the magic power of works such as we are here to-day to inaugurate, the "Druidical silence" of that solitude has been broken, the forests have faded back into the dim distance, the verdant arches that had been entwined by the fingers of the living God in the great centres of these primitive wilds, have been displaced by temples reared by the hand of civilization and progress. Rivers and lakes are spanned, the valleys rise up from their lowly beds, at the command of the voice of enterprise, and the snow-capped mountains of

our golden coast are made to bow their everlasting heads in reverence and acknowledge the inevitable progress that is being made in all that tend to develop the resources of our heritage, and promote the general welfare of our race.

Receive then, Mr. President, this tribute of respect in the spirit of friendship and encouragement in which it is tendered, embodying and representing as it does, in the materials of which it is formed, many of the great elements of wealth that pertain to our present prosperity and greatness as a State, and which point forward along the line of coming years to a higher destiny and a more glorious exaltation. Take it, and may the important work with it this day begun go forward with all the rapidity possible consistent with the magnitude of the enterprise. May the hands that wield it in the great cause of internal improvement be as tireless as the hands upon the dial of time, and may the minds, and energies, and resources, that direct the work in which you with it this day engage, be as unfailing as the light of the sun; and may the time soon come when from the city of Portland to the SOUTHERN boundary of the State there shall be erected, through your energies and through the energies and enterprise of others, two great race tracks for the iron horse—the one upon the east and the other upon the west side of our noble river—and when the smoke from the fiery nostrils of the competing steeds shall rise up from the angry chargers, and bending over shall mingle with each other and with the hot breath that ascends as a gloomy pedestal from

the floating palaces ascending and descending our loved Willamette, forming an arch of beauty and grandeur, which in form and outline, though not in substance, shall beautifully symbolize the coming greatness and glory of our adopted State.

Mr. Mitchell's address was frequently interrupted by loud and prolonged applause.

President I. R. Moore's Reply.

Mr. Mitchell: In accepting for the Oregon Central Railroad Company the very neat and appropriate present of Mr. Smith, for whom you act upon this occasion, we regard it as not only a token of personal esteem to the members of our corporation, but as an earnest of a hearty sympathy with the purposes and objects of this enterprise, which he entertains in common with all the people of the State.

In the use of this gift, at this time, we behold not only the commencement of a great work fraught with issues of momentous import to our young and rapidly growing State, but the dawning of a new era in the history of Oregon that all here assembled will revert to in after days as the time when the garb, the habits and methods of thought of the frontiersmen were cast aside, and we commenced the race for political and commercial greatness with our sister communities in this great Nation.

And the first spadeful of soil is removed we see unearthed a germ of progress just putting forth which

shall continue to grow and expand, until the cities of this beautiful land will be busy centers of wealth and population, and teeming myriads shall occupy our valleys and mountains and develop the immense resources which as yet are scarcely appreciated. We feel that we can assure you that the work so auspiciously commenced to-day will only cease when the groaning granaries of our farmers will no longer need facilities for reaching the markets of the world and the drowsy echoes of the Umpqua and Rogue rivers will resound with the breathings of the iron horse on his rapid march in the work of founding agricultural and commercial empire.

In conclusion, and on behalf of the company, I thank you.

Breaking Ground.

President I. R. Moores then descended from the platform, with the shovel in hand, and proceeded to the centre of the square where was driven the "first stake," and amid the acclamations of the multitude, threw out the first sod in the construction of the Oregon Central Railroad. The act was followed by three rousing and hearty cheers for the road, for the Directors and the contractors, and "Hail Columbia" by the Cavalry Band.

Commencement of the Grading.

The cheers of the people had scarcely died upon the air, when the laborers, getting the signal, fell to work upon the grading of the road. This was followed by a considerable stampede of the people on that side of the crowd, to the spot, and the Chinamen were soon enclosed

between two walls of interested spectators, each of whom seemed to have a deep personal interest in the matters going forward. Many of them procured shovels and joined in the work. Among the latter were a considerable number of ladies who evidently shared in the general enthusiasm of the hour. There were hundreds who perhaps never handled a shovel before, can boast in after years that they threw out dirt at the inauguration of the Oregon Central Railroad. In a few moments, and after most of the people had returned to the stand, Judge Upton was announced and as he came forward, was greeted with cheers.

Hon. W. W. Upton's Address.

Ladies and Gentlemen: We have met to assist in ceremonies connected with events of the greatest importance to the citizens of Oregon. The ceremonies inaugurate a work of vast interest to us a people and to our State. The great line of railroad that sooner or later must connect Oregon with the Atlantic States, and pour treasures of produce from the Willamette Valley and our other rich valleys into the world's markets and return its equivalent, can not be laid down at once; it is a work of time, labor and capital. There must be a beginning, and the day that begins it is not altogether a day of ceremonies; not altogether an idle day. These ceremonies signalize the commencement of that work.

This large concourse of people is here to signify public approbation of this effort, and to signify their willingness to put their shoulders to the wheel, and to

contribute material aid to roll on this daring enterprise.

The people of Oregon are now fully alive to the great interest we have in railroad communication with the rest of the world. The recent action of the city of Portland in favor of railroad communication, shows the feeling on the subject in this city, and its almost unanimous approval by the people of Portland is but an index of the feeling that pervades the State. We no longer have any fears of too many railroads or too much railroad.

Although railroads have been in practical use about half a century, it is during only a few years that we have had any real understanding of through lines or thoroughfares—of those great lines of railroad travel and freight that roll population and labor and life and activity and wealth into a new country, and make the West a part of the East, and the East common property with the West.

It is only ten or fifteen years that this matter has been at all understood, anywhere. How has this thing been learned? Those fortunate regions where it has been tried have found commerce and business and wealth poured in upon them like the rain from heaven. Those unfortunate localities that have neglected or resisted these great arteries of trade, find themselves shut off from the marts of the world, and the rich products of a bounteous soil lie almost useless in their granaries, or are struggling in an almost hopeless effort to make produce over-pay the expenses of its own transportation to market.

One of the most astonishing facts developed in modern times, is the cheapness at which these great lines of railroads can transport freight and passengers long distances. Men not in the business are astonished when they learn that a full employed railroad can carry freight a thousand miles, cheaper than it can be put into and taken out of a merchant vessel. The lighterage, stowage and discharge of a cargo of merchandise costs more on an average than it costs a business road to transport the same cargo a thousand miles. It is the long lines of road with an immense business that can work at the rates. What was it, that in a period of ten years changed the value of improved farms in Illinois, Wisconsin and other Western States from an average of ten dollars per acre to an average of fifty to sixty dollars per acre?

Railroad men discovered within that time that they could carry flour from Chicago to New York city for twenty-five cents per barrel and other products at similar rates. The ordinary and natural completion of four great lines of railroad fixed that price, and made a grain field of Illinois bring as much freight per acre as a grain field a few miles from New York city. The grain fields of the West come up at once in price so near the value of Eastern farms. The farms enriched the railroads and the railroads enriched the farms. They developed each other and reaped mutual advantages.

The results of energy and competition in railroads on the routes from the Atlantic to the Mississippi has astonished all parties. How many miles of railroad could

be paid for with the rise on real estate within that time in one of those States? a rise of property caused principally by the construction of railroads.

This increase in the value of land in Illinois alone, is sufficient to build and equip a line of railroad reaching twice around the earth. The same addition per acre to the value of the available lands in the Willamette valley would reach the sum of $150,000,000. And yet there are some men who have not quite done with the query, "Will a railroad up the Willamette valley pay?"

In making estimates, some men leave the rise of real estate out of their figures. In the estimate just mentioned, reference is made to farming lands alone. A full estimate would add to these figures; the value of the towns that would spring up as the country improved, and the increase in value when our present villages shall be transformed into populous and wealthy cities. This increase in value will take place at some time. It is sure to come sooner or later. But if it is seen by the present generation, it will be because the present generation builds roads. Our first and most obvious want is population. We want every acre of choice lands under cultivation.

While on this subject of population, I want to say one word to you, Gentlemen Directors, on the subject of the kind of labor it is your interest to employ. It is your interest, in my opinion, to construct the road by means of the labor of good, able bodied white men. Men whose bones and sinews are made of beef and bread, and who can earn the money you pay them; and who will

form a part of the permanent population of the country to patronize the road when it is done. You will get no more labor, in my opinion, out of the rice-fed Chinamen, for the same money. He may work cheaper but will do less work. He is not able to work at hard labor with the energy of a white man, and the employment of Chinamen does nothing toward populating the country, but retards it, and I am opposed to it for every reason. Population is everything to a railroad as well as to the country, and it is a question of deep interest to the road, as well as to the country.

Oregon has the resources to support an immense population. She holds out inducements to agriculture, as soon as a way is opened to markets, such as few countries hold out. Our crops turn out as largely for the labor bestowed, and are of as good quality, as those of any large tract of land in the world. Another marked feature of the country, and an important one, is that Oregon HAS NEVER YET HAD A FAILURE OF CROPS.

None but those who have seen the impoverishing effect of repeated failures of crop, can realize the immense advantage of this feature of our soil and climate.

The 3,000,000 acres of land of the Willamette will support a larger population and pay well for a larger amount of labor than any other extensive tract of land. At most, every acre of it will justify high and thorough cultivation and will increase the profits of tillage in proportion to the labor.

But it cannot be worked until a way is opened to markets. It cannot be worked while our produce has to pass through the houses of the California merchants, and submit to the system of traffic their ingenuity has invented or while it in any manner takes the slow, circuitous and expensive route by way of the isthmus.

We are here today because the people of Oregon have begun to put their hands together and are striking a blow in the right direction.

The breaking of ground for a line of railway up the Willamette valley is the first of a series of steps that is to link Oregon with the great centers of commerce and wealth, and give impetus to our exertions.

There is no danger of too many outlets of trade. There is no danger of too many roads. It has hardly ever happened that a railroad was built that was not needed. Such a thing is next to impossible.

I hope to see the two roads now about starting from this place move on with even and rapid pace to some proper point well up the valley and then join their forces and push on in the most eligible course toward the Atlantic States.

To Oregon should belong some glory and some rewards connected with the continental roads. It was an Oregon man that first promulgated the idea of a continental road.

It was an Oregon man that first offered to build a road across the then wilderness continent for a strip of

unoccupied waste land. He vainly begged and petitioned Congress for the privilege. He was on the right track, but he was one generation in advance of the age. Like many great men, he got too far in advance of his forces. His heart was right, and his "head was level," but the world was about twenty-five years behind him and did not come up in time. The world "failed to connect."

An Oregon man was the first to project a great national railroad, and if there is anything in the signs of the times, Oregon men will not rest satisfied until the project becomes an accomplished fact.

We shall hail the first rapid puffing of the locomotive as a sign of destruction to the forests around the city of Portland. When the sound of the train reaches up the Willamette, and the ground begins to tremble under the tread of the iron horse, waste land will recede on the right and the left to give place to cultivated fields; the fern will be driven out, our timber will become merchandise, population will roll in, and the hum of industry will be heard from the Coast Range to the spurs of the Cascades, and from the Columbia to the sources of the Willamette. As the line emerges from the valley and leads on to join its iron bonds with those of the Central Pacific, or the Union Pacific, the hum of industry will still keep pace with the shriek of the whistle and the jar of the train.

Railroads give life and activity to a country, and encourage men to work. The locomotive running

through a productive country has a wonderful effect on the farms in a little while. It drives all the brush out of the corners of the fences and roots out the stumps; it builds great barns on the farms; it straightens out the lines of the fences and makes them look as if they were laid by a surveyor. It sets up stakes at the corners of the fences and puts a wire on the stakes and lays two rails on the wire. It gives the fence a good "worm" and turns all the five and six rail fences into eight rail fences.

When this great artery of trade is added to the net work of iron roads that now almost annihilates distance on the Atlantic side, won't we visit "the settlements?" Won't the old homesteads on the Atlantic side get waked up? Won't the ladies and children have a millenium? But this thing is not half as far off as the millenium. The railroad men know that it will pay, and they are not afraid of anything that will pay. They would saw up Mount Hood and sell it for whetstones if it would pay. They know that a railroad will pay if everybody makes up her mind to travel and take the children. You know we are all going across on about the first train, and then all our friends on the other side, and most all our friends' friends will start about that time to come and see us. Everybody will be bound to travel, for everybody is waiting for the wagon. Every railroad man has found out that roads pay in proportion to the quantity of business. They won't build a railroad where the farms won't rain produce, nor where the ladies and children won't travel on the cars.

They know that their money lies in low prices, heavy freights and rapid business. They know they have got to arrange it so that everybody can *afford* to travel, and then everybody *will* travel. They know that they can carry grain from here to New York for not more than three or four times what it now costs to furnish sacks for the grain, and that in time a healthy competition will compel them to do it at that rate. But if there is business enough to keep a road fully employed, they have no fear of the result.

There is nothing worth raising that will not at times be worth carrying long distances by railroad. There are persons here today who will live to see Oregon potatoes sold at handsome profits in the city of New York. There will be times when one or another of their crops fail in the East, that the East will want every particle that Oregon can spare. Nearly every year there will be some Oregon product—at times one of our staples—that will be in demand on the other side at prices that will make the freight a mere trifle in comparison. How soon there will be railroad connection from here to the other side is not for us to say; but it is plain to see that our material advancement depends very much on that question. Our active prosperity as a State will not be fairly and fully under way until that is accomplished.

To those gentlemen who have visited us with a view to railroad construction, I think I may say we are not afraid of foreign capital. We want them to put all their money in here if they will, and then come them-

selves and make themselves a home with us. We think by the time the investments are made and the business fairly under way, they will be captivated with this country and choose it as their own. We will welcome them heartily.

Judge Upton was followed by Hon. J. N. Dolph, who was frequently and warmly applauded as he proceeded.

Hon. J. N. Dolph's Address.

Mr. President, Ladies and Gentlemen: This is a great day in the history of our State. That was a great day in the history of the Territory of Oregon, when the claims of Great Britain to the sovereignty of this soil was relinquished, and the Stars and Stripes—the emblem of our nationality—floated proudly over the pioneers of this the western wilderness, and the United States extended over them the protecting Aegis of her laws.

And the day that Oregon's star was placed in the galaxy of the Union, marked an event in our history well calculated to inspire those who had struggled against the disadvantages incident to pioneer life to rear here the standard of civilization and liberty, with enthusiastic hope for the future.

And when a few years since we assembled to celebrate the completion of the telegraph line, that unites us by an electric nerve with the civilized world, and when we compared the past with the then present and realized that the great distance which had separated us

as it were from the great family of States, from home and its associations, was annihilated by enterprise and science, we congratulated each other and rejoiced and said that this is the great day in the history of our State.

But I see in the auspicious events of this day, no less cause for rejoicing. They are pregnant with the future prosperity, not alone of this city and of this valley, but of the whole State; to what extent no living man can say, but I believe far beyond what the most sanguine have predicted. Time will not permit—nor would it be appropriate on this occasion—to detail the advantages to be derived from the completion of this great work.

But looking at the advantages and surroundings of our State, and judging by the experience of the past, what a career of prosperity opens up in the future.

Glance at the history of the Empire State upon this matter of internal improvements; how has her resources been developed and her wealth increased by her wise policy in building railroads and canals.

About half a century ago, DeWitt Clinton, inspired by foresight and sagacity, conceived the idea of uniting the waters of the Atlantic ocean with the waters of the great lakes, and although men were found to scoff at the idea as visionary, New York engaged in the great work of constructing the Erie Canal. Today not only has this great work been accomplished and enlarged until it is navigated by steam vessels, but two lines of railroads running through the State from east to west,

are found insufficient for the demands of commerce. And New York holds her proud position among the States, not so much by the reason of the richness of her soil, or any natural advantages over her sister States, as by her sagacity to foresee the growth and wants of the Great West, and the enterprise of her people and by these great works made the thoroughfare over which passes its commerce. Who can look back upon the history of New York and see prosperity, wealth and power steadily keeping pace with the enterprise of her citizens and doubt the true policy of a State

If time would permit, it would be interesting to trace the history of railroads in the Great West. To the West, the railroad has been the pioneer of civilization.

Wherever its fiery coursers speed, the wilderness, as if by magic, "is made to bud and blossom as the rose." Land that before found no market at the Government price is transformed in a few months to valuable farms, and cities, and villages, like Jonah's gourd, spring up in a night.

Hitherto the time when we shall feel the inspiring energy of this great agency of prosperity has existed only in hope; today it requires no prophetic vision to behold the realization.

We are fast being bound to our common country by bands of iron and ties stronger than hooks of steel, in the Central Pacific Railroad fast hastening to a completion, and in the beautiful language of another, "before the close of 1870, the iron horse will mingle at one

run the smoke of his nostrils with the spray of both oceans."

When this great work is completed, San Francisco and New York will be nearer together than San Francisco and Portland; the commerce of the Atlantic and Pacific will be bound together, and the plains over which it stretches and the mountains it scales, will wake from natures solitude to the whirl and activity of advancing civilization, pouring over the great thoroughfare a continual stream.

A still more important enterprise to this State is the Northern Pacific railroad, uniting the great lakes with Puget Sound—destined to be the great thoroughfare across the Continent over which the great Continent of Asia, with its six hundred millions of inhabitants, will pour its commerce.

When these great enterprises are completed, a tide of immigration from all the other portions of the Union is sure to set in for the Pacific Coast. Not alone restless adventurers in search of fortune, having no interest in the country, but the hardy sons of toil bringing their means and their families to establish homes for themselves and their children.

The ever-increasing tide of foreign immigration instead of being swallowed up in the great cities of the East, or even the broad prairies of the West, will pour over the Rocky Mountains into our fertile valleys—a source of wealth and an element of growth to the State.

Between the termini of these great thoroughfares—

San Francisco and Puget Sound—lies our youthful State, containing all the elements of greatness, with a combination of advantages unsurpassed by any portion of the globe. Almost in sight in the great treasure vaults of nature, waiting the developing industry of the coming millions, is stored gold and silver sufficient to supply the most extravagant demands of the family of man. Mines rivaling in richness the wonderful grottoes of the Arabian Nights—waiting no Genii of lamp or ring to unfold their treasures, but ready to yield them up to honest enterprise and sturdy labor.

Coal and copper mines of untold richness and extent wait to supply the wants and swell the wealth of the State. And already, but a few miles above us, upon the bank of the beautiful river that rolls at our feet, the crude ore of a more useful metal is being fitted to minister in ten thousand ways to the wants of mankind.

The hum of the loom and the whir of machinery is heard in our cities and villages, and enliven the solitude of our mountains and valleys.

We have a soil unsurpassed for richness that yields surely and bounteously to the labor of the husbandman. Forest and prairie, hillside and valley, are ready to add their rewards of industry. We have a climate that challenges the world for salubrity, and situated as we are at the mouth of one of the great rivers of the continent, it requires but little forecast to predict for our own State a commercial greatness second to no part of the Pacific coast. The surplus products of our fertile

plains will yet supply the mountain regions of the Pacific slope, the markets of Europe, the teeming millions of Asia and the islands of the sea, while competing, as they now do, in the home markets of the most distant States of the Union.

Commerce shall lay at our feet the products of every clime. The winged lightning, obedient to our behest, flashes the news of the hour from the historic scenes of the Old World, under old ocean's bed, and across the continent, for our entertainment and profit.

Situated as we are at the farthest extreme of the Republic, we enjoy all the blessings of the general government, while we bear but few of its burdens. We reposed in peace, protected by the name and power of this great nation, while the clouds of war that lately hung over the land never rose above the mountain tops to scatter their horrors among us. Commercial reverses and money panics spend their force before they reach our shores, and we rest secure, undisturbed by a thousand causes that overwhelm in disaster many of our sister States. Yet the State languishes. One thing is needed to develop its resources and secure all these advantages, and that is cheap transportation—the completion of the great work—the commencement of which we now celebrate — a railroad connecting these two great transcontinental roads.

When this is completed, the immigration over both these great routes will pour into our State, a uniform market will be brought to our doors, cheap transporta-

tion will secure remunerative prices for our surplus products, and the steam whistle of the locomotive that first wakes the echoes of this valley will be a magic sound that will wake up the slumbering energies of the State and start it onward in an unexampled career of prosperity. Twenty years from this time, two lines of railroads running through the State will be insufficient for the demands of the commerce of the State.

This road will be built. The ability and known energy of the contractors give promise that the work will be pushed forward to completion without delay; and it may not be inappropriate to notice here that the first steamboat that ever plowed the waters of the Upper Columbia was the *James P. Flint,* in honor of the worthy gentleman of that name, now here representing the contractors.

May I not speak for this company, the co-operation and assistance of this whole State, the usual contributions of its citizens and the liberal aid of the State and National Government. In no other way can money be more usefully or remuneratively expended.

The money spent in war, instead of increasing the national wealth and advancing the national prosperity, leaves whole districts of country depopulated and devastated—the people in poverty, the nation in debt; but the money expended in developing the resources of a nation, in facilitating its commerce and uniting in ties of common interest its remotest territory, adds to its wealth, increases its prosperity, and provides guar-

antees for its future stability.

The money expended to rear costly capitols and other public buildings and monuments may be expensive luxuries without adequate returns for the expenditure.

While the Pyramids of Egypt stand as monuments of the astonishing power and grandeur of the Egyptian monarchy, more than two thousand years before the Christian Era, they also stand as monuments of the folly of their builders.

But the work you seek to build will stand as a monument of public spirit, sagacity and energy of its projectors and builders, dispensing its blessing to the citizens of the state and their descendants.

Fellow-Citizens, looking from this small beginning to the future of our State, when, as I confidently believe, our most ardent hopes shall be more than realized, I mingle my congratulations with yours.

Upon the conclusion of Mr. Dolph's address, brief congratulatory speeches were made by Messrs. J. H. Reed, Joel Palmer and others. At about 3 o'clock P. M. the ceremonies came to an end and the people retired, full of hope that they had witnessed the beginning of a work which should bring to Oregon all the wealth and greatness so confidently predicted by the several speakers.

Office Chief Engineer Portland Oregon

Thursday Evening April 16th 1868

The Board met again in the evening the same present

as heretofore.

Minutes of the previous meeting were read and approved.

The committee to draw up an address to the people of Oregon on the subject of Railroads made a report which was adopted and 7000 copies were ordered to be printed for distribution.

The Committee on Contracts made a report which after consideration was referred back to the committee with instructions to consult with Messrs. S. Ellsworth and J. H. Mitchell, attorneys and make a further report tomorrow evening.

On motion the Board adjourned until tomorrow morning at 10 o'clock.

Friday Morning April 17th

Committee of Ways and Means made a report which was laid on the table.

Committee on Finance reported the expenses of the celebration on yesterday at $345.50, which was accepted and the amount ordered paid.

They also reported an account of the moneys advanced by S. G. Elliott for the benefit of the Company, in amount $1,575.24, which report was adopted, and the said amount was ordered paid.

Committee to define duties of the various standing committees and suggest a uniform plan of action made the following report, which was adopted.

"Your committee to whom was referred the duty of

defining the duties of the standing committees, etc., would make the following report.

It shall be the duty of the Finance Committee to audit and endorse their allowance on all bills and claims before payment. And shall also have power to inspect the books and accounts of the company.

The Committee of Ways and Means shall have the general oversight of the progress of the work of the company and shall from time to time devise and adopt and recommend to the Board of Directors such means and modes of conducting the affairs of the company and of meeting its financial requirements and generally of promoting its best interests as they may deem advisable.

It shall be the duty of the Executive Committee to represent the Board of Directors at all times when the Board is not in session, in all matters pertaining to the business of the company requiring immediate attention; *provided,* that all its acts shall be subject to the approval and confirmation of the Board.

And we recommend

That the Board of Directors be constituted a committee for the purpose of securing material aid, each being empowered to make sales of stock and solicit donations and other aid, in such uniform mode & manner as may be prescribed, and that the resident directors of each county be especially authorized to present the claims of the company to county, city or other municipal corporations through which the road may pass in such

manner & at such times as with all convenient speed they may deem proper.

A. M. Loryea
(Signed) S. E. Ellsworth
F. McF. Patton.

On motion the Secretary, with the assent of the President was authorized to procure books, stationery and material necessary for the company, and for the use of its officers.

On motion J. H. Mitchell was nominated as attorney and counsellor for the corporation and a vote being duly taken, he was unanimously elected to such position.

On motion of Mr. Loryea it was ordered that the Secretary purchase 500 copies each of the numbers of the *Herald, Oregonian* & *Enterprise* containing the account of the late celebration.

On Motion the Secretary of the Co. was instructed to publish in the daily papers of this City the following:

Resolved

That the Oregon Central Railroad Company fully appreciates the interest taken in their enterprise by the public at large as manifested at the Celebration of breaking ground April 16th 1868; we consider this an earnest of the success that attends the undertaking, and the Secretary is instructed, in the daily press of this City to return our thanks to the efficient marshals & aides; to the Chief and Assistant Engineers and the Fire De-

partments of the Cities of Vancouver and Portland & to the Fenian and Washington Guards and all others who assisted on that occasion, as well as to the P. T. Company, to Capt. Turnbull and the Ferry Company for the reduction of fare which enabled so many from abroad to visit the city and attend the exercises.

The Committee of Contract reported thus:

"In view of the fact that the proposed contract embraces many provisions in regard to which a satisfactory conclusion cannot be now arrived at and in regard to which it is deemed advisable to have the counsels and co-operation of friends of this enterprise in Southern Oregon, Your Committee recommend that no action be taken at this time on the proposed contract, but that, in lieu thereof the company propose and offer to A. J. Cooke & Co. to enter into a contract with them at this meeting, to the effect that in letting a contract for the construction of their road from the terminus of the present contract to the California State line, the O. C. R. R. Company will give the preference & refusal, the terms and price being equal, to said A. J. Cooke & Co. before all other bidders for said contract & that such construction contract will be entered into as soon as the details of said contract can be reasonably agreed on between the said contracting parties, & that, for that purpose, a meeting of Directors shall be held within fourteen days from this date.

(Signed) T. McF Patton
H. Boyd
A. F. Hedges

On motion of Mr. Ellsworth the following was adopted.

"Resolved, That the President immediately prescribe and place in the hands of each Director a uniform plan of applying to the people of Oregon for aid.

On motion the President, Vice President and Secretary were appointed a committee to compile a statement of facts in regard to the history and organization of this company to be published for the information of the people of Oregon.

On motion Board adjourned until 2 o'clock P. M.

Friday, April 17th 2 P. M.

On reassembling the same members were present, the President in the chair.

The President reported, in answer to the requirements of the Board, recorded on the previous page, that after consultation with the Corporation Counsel, he had adopted the following forms for obtaining donations and subscriptions for stock and that stock books containing such printed forms properly inscribed therein would be furnished to each Director.

We, the undersigned, do hereby severally purchase, subscribe for, and take the number of shares set opposite our names respectively of Non-Assessable Capital Stock in the Oregon Central Railroad Company, incorporated in April, A. D. 1867, at Salem, Oregon, and we do hereby agree to and with said corporation to pay it cash in hand in United States coin, or its equiva-

lent, for such shares of Stock so by us purchased, subscribed for, and taken, as hereinafter stated, the sum of ten ($10) dollars per share, upon the delivery to us respectively of such Stock by such corporation.

We, the undersigned, in consideration of the benefits accruing to us severally from the public improvement which the Oregon Central Railroad Company, incorporated April, A. D. 1867, at Salem, Oregon, is engaged in making, in the construction in this State of the Oregon Central Railroad; and for the purpose of aiding in the construction of such Railroad, do hereby severally give and donate to said Oregon Central Railroad Company the moneys and property, real and personal, specified and described over our signatures hereinafter in this book; and we do hereby agree to pay such sums of money so by us respectively donated, and convey and deliver such property, real and personal, so by us respectively donated, to said Corporation upon the terms, at the time, and upon the conditions as specified by us severally hereinafter.

Mr. Ellsworth offered the following:

Resolved.

That the stock of the company subscribed by and in the name of the company be and the same is hereby offered for sale at ten dollars, per share, such payment of ten dollars to be in full payment therefor and thereupon certificates to be issued and upon the payment of ten dollars for each share subscribed to the stock, the same shall be deemed fully paid up and certificates issued.

Which was adopted.

Finance Committee reported that they had audited the following accounts and recommended that the same should be paid and they were so ordered to be paid.

General Bill of Celebration.....	$845.50
S. G. Elliott—Expended for Co.....	$1575.24
A. G. Walling.....	$101.50
H. L. Pittock.....	50.
Oregon Herald	25.
A. Taylor	8.

Friday April 17—7 p. m.

Committee of Ways & Means made the following report—which—with amendments herein incorporated—was adopted.

The committee on Ways & Means respectfully recommend, that

1. Ways and means be devised for the purpose of meeting the current expenses of this corporation.

2. That the President be paid for his undivided attention to the duties of his office and the advancement of the interests of this Company Forty Five Hundred Dollars ($4500.) per annum, which sum shall be in full for all services and travelling expenses within this State, and shall be payable out of a Salary fund when same is appropriated and set apart by the Board of Directors.

3. That the Vice President be paid such sums as from time to time may be allowed by the Board.

4. That the Secretary be paid the sum of Eighteen

hundred dollars ($1800.) per annum, conditioned as in Section 2.

5. That the Treasurer be paid the sum of One thousand ($1000.) dollars per annum for the performance of the duties appertaining to the duties of his office.

6. The attorney of this corporation shall be paid for his services—including compensation to other attorneys or counsel he may deem necessary to employ—the sum of five thousand dollars (5000) which shall be in full to the thirty first (31) day of December 1868.

7. Each member of the Executive Committee, other than those receiving a Salary as is herein provided, be paid the sum of eight (8) dollars per day for each day actually employed, and no further allowance for traveling or other expenses.

8. Each Director, other than those for whom provision is made therein, shall receive the sum of eight (8) dollars per day for the time necessarily devoted to the business of the company.

9. All salaries and per diem to be paid quarterly commencing from the first of April 1868, except as is provided in Section Six (6).

10. That the President, Treasurer and Secretary be required to give bond with two sureties, as hereinafter stated, for the faithful performance of their respective duties.

The President shall give bonds in the sum of Ten Thousand (10,000) Dollars.

The Treasurer shall give bonds in the sum of Fifty Thousand (50,000) Dollars.

The Secretary shall give bonds in the sum of Ten Thousand Dollars.

On motion of Mr. Cooke the following resolution

"Resolved.

That this Board ratifies the action of the President and Corporation Attorney in commencing an action

State of Oregon ex relatione

vs (see page 40)

J. Gaston and others

And they are instructed to prosecute the same to a final judgment."

Was unanimously adopted.

Mr. Ellsworth moved that when this Board adjourn it do so to meet at Salem Tuesday April 28th which was adopted.

Mr. Loryea offered the following

Resolved.

That no information of the Acts of this Board shall be divulged without the order of the Board.

Which was adopted.

On motion it was

Resolved.

That the Oregon Central Railroad Company will

carefully preserve as a memento of the commencement of its great work, the very appropriate present of S. M. Smith Esq—the shovel manufactured wholly of materials native to our State—and we tender to Mr. Smith our thanks and acknowledgments, not more for the gift so appropriately devised, than for the confidence & sympathy that prompted its bestowal. It will remain with us, a proof of the great national resources of Oregon as well as the taste, enterprise and good will of the donor.

And it was further

Resolved

That the Secretary be requested to forward to Mr. Smith a certified copy of these proceedings.

And on motion the Board adjourned to meet at Salem Tuesday April 28th.

S. A. CLARKE
Secretary.

State of Oregon)
) ss.
County of Marion)

We Geo. L. Woods, F. A. Chenoweth, John F. Miller and S. F. Chadwick, Directors elect of the Oregon Central Railroad do solemnly swear that we will faithfully and honestly discharge the duties of the office to which we have been elected: to the best of our ability. So help us God.

GEO. L. WOODS
F. A. CHENOWETH
JOHN F. MILLER
S. F. CHADWICK

Subscribed and Sworn to before me this 28th day of April A D 1868

Witness my hand and official seal the day and year above written.

(SEAL) T. Mc F. PATTON

(Inter-revenue stamp $.05 affixed)

Meeting of Board of Directors.

Salem Oregon April 28 '68

The Board met at 6½ p m pursuant to adjournment, present Mr. President, Messrs. Cooke, J. H. Moores, Ellsworth, Henderson, Douthit, Conser, Lovejoy, Patton, Hedges, Parrish Directors already duly qualified and also Messrs. Geo. L. Woods, F. A. Chenoweth, S. F. Chadwick and J. F. Miller, who were immediately sworn in as Directors by T. Mc F. Patton a Notary Public, their oath and his certificate thereto being duly recorded on page 56. of this Journal. Mr. Mitchell was also present.

Minutes of last meeting were read and approved.

The committee appointed to prepare Statement of facts for publication reported An address to the people of Oregon with a statement of facts as to organization and progress of the company which were read and on motion were referred back to the committee, Messrs. Chenoweth, Ellsworth and Chadwick being added thereto.

Reports of chief Engineer were read as to the amount of interest due contractors on the first of Janu-

ary 1868, and his report of his operations for the month past in the construction of the road, which reports were, on motion, referred to the committee on Finance.

On motion, after considerable discussion it was decided to have a railroad meeting held in this city tomorrow evening, to be addressed by prominent gentlemen.

On motion Messrs. Patton, Douthit & Woods were appointed a committee of three to prepare a programme for action on that occasion.

On motion of Mr. Ellsworth the proposal of A. J. Cook & Co. to contract for construction of road through southern Oregon to California line, was referred again to the Committee which had it under consideration, Mr. Chadwick being added thereto.

Mr. Hedges moved to add Mr. Ellsworth thereto which was carried.

Mr. Mitchell presented communication from J. Gaston, styling himself President of O. C. R. R. Co., of Portland, which was received by him from A. C. Gibbs Esq., which communication was read and referred back to Corporation Attorney, Mr. Mitchell, the same purporting to be a proposal for settlement of difficulties between the two companies.

On motion the Board Adjourned until tomorrow morning at 9 o'clock.

Wednesday Morning April 29th 1868

The Board met pursuant to adjournment present as of yesterday.

Committee on Programme made report which was received and the committee discharged.

Committee on Contract for Road through Southern Oregon made report, which was made the especial order for this afternoon at 2 o'clock.

Counsel for the Corporation, J. H. Mitchell reported on the propositions for settlement of difficulties with the Gaston Company, which was received and Mr. Mitchell was requested to draw up a communication in answer to the same.

Statement of Facts was read & referred to committee of three Messrs. Chenoweth, Ellsworth & Henderson.

Whereupon the Board adjourned until two o'clock p. m.

Wednesday Afternoon April 29

Two o'clock.

Board met pursuant to adjournment present as before.

Statement of Facts, as amended by Committee, with one sentence struck out, was adopted.

Gov. Woods offered the following

Resolved

That there be a special committee of three to enquire into and report at an early day a suitable plan of operations for Feeders or Branch Roads, with a view to contracting for the speedy construction of the same and that the same committee have power to employ, under the approval of the President, one or more additional

canvassers for aid to the company on such terms as they may deem advisable.

Which Resolution passed

Messrs. Woods, Douthit and Miller were appointed such committee.

Committee to whom was referred the proposed contract with A. J. Cook & Co. to construct road through Southern Oregon, reported in favor of same with some amendments which they reported.

Their report was received and adopted and the President and Secretary were instructed to prepare such a contract and execute the same with such amendments embodied therein, as follows.

Contract

Memorandum of an agreement made this 12th day of May in the year of Our Lord One Thousand Eight Hundred and Sixty Eight, by & between "The Oregon Central Railroad Company" organized under and in accordance with the general Laws of the State of Oregon, of the First Part & the Firm of A. J. Cook & Co. of the Second Part, Witnesseth

That whereas the party of the First Part own the right, privilege and franchise for constructing equipping and running a railroad from Portland in the State of Oregon, South to the California line, and whereas the said Company of the First Part did contract with the party of the second part to build one hundred and fifty miles of the road, commencing at Portland and extending up the Willamette valley a distance of one hundred and fifty miles, said road to be completed within five

years from the date thereof, and *whereas* the party of the first part are desirous of extending the road to the State line between Oregon & California and as a means of securing the early completion of the same, have entered into the following agreement with the said firm of A. J. Cook & Co. upon the following terms.

The party of the second part doth agree and hereby agrees with the party of the first part to build and equip two hundred and ten miles of said road, more or less, to or near the State line, with all necessary rolling stock from the head of the Willamette valley, commencing at the terminus of the first division of one hundred and fifty miles, and to continue the construction of the same to the south boundary line of Oregon, as soon as the first division shall be completed, for the sum of twelve millions, one hundred and twenty eight thousand dollars ($12,128,000.00) reckoned at gold or specie value, that is to say, if payment, from time to time be made in national currency, now so called, it shall be in payment for so much only as the same is worth in gold at the time of such payment and so it shall be reckoned with anything else that may be received in payment at the time of such payment.

And the party of the second part doth further agree with the party of the first part, to build and equip with rolling stock complete for the working of the same, that is to say, the road shall be built upon a uniform gauge of four (4) feet, eight (8) inches and one half (½) the maximum grade not to exceed 80 feet per mile except twelve miles through the canyon, which twelve

miles of grade shall not exceed 100 feet per mile; and a minimum curvature of ten (10) degrees; The width of the road bed to be eleven feet on the surface. The iron used shall be the best quality known as T Rail, weighing at least 50 lbs per linear yard. The ties shall be of the best wood to be obtained for strength and durability not less than six by eight inches, and 8 feet in length, to be laid at the rate of two thousand six hundred and forty (2640) per mile.

The amount of rolling stock shall consist of ten first class locomotives, weight not less than twenty-five tons each, to be furnished at the rate of one for every twenty miles and twenty-five first class passenger cars, furnished at the rate of one for every ten miles, four baggage cars, forty box cars and twenty platform cars.

The contractors shall provide suitable stations and turn outs at various points to be designated by the company, at the rate of one for every ten miles, Water Tanks as often as one in every twenty miles where water can conveniently be had. At the large towns, suitable buildings shall be erected for the accommodation of passengers and freight, also engine house of a sufficient capacity for the housing of all the engines.

The President of the Company and the Chief Engineer of construction shall compose a commission whose approval shall be necessary to the acceptance of the road and the contractors shall have the right and free use of the railroad from Portland to the extreme Southern terminus for the transportation of men, horses, mules,

cattle, sheep, hogs and provisions of any and every kind required by said party, while constructing said road, also all iron, iron rails, bars, castings, spikes, chain, switches, machinery, frogs, carwheels, and all timbers for bridges, trestle work, cattle guards, cross ties, and timber for all depots stations and all other material required or to be used, with everything else required by said contractors in the construction of said road, until said two hundred and ten miles of said road, or reaching to the California line, be it more or less, has been completed, at the same rate per mile.

And the party of the second part shall be entitled to the earnings of the road until each section of twenty miles is accepted by the company.

And the party of the first part promises covenants and agrees, with the party of the second part, to issue or cause to be issued, the first mortgage, gold bearing, railroad bonds of the Oregon Central Railroad Company, the payment of which shall be secured by a bottom mortgage on said two hundred and ten miles, or reaching to the California line, be it more or less, and on the rolling stock of the same, interest on said bonds to be made payable at the rate of seven per cent per annum as aforesaid, and the said party of the first part agrees that said form and sums—and to be endorsed if need be to make the same negotiable & satisfactory, and that the engineers employed are to be paid by the party of the second part, and the party of the second part shall be entitled to the earnings of the road until such time as the same is accepted by the company. And the party

of the first part further agrees to execute a mortgage of thirty two thousand dollars per mile as a first mortgage on the whole distance of two hundred and ten miles commencing at the terminus of one hundred and fifty miles at the head of the Willamette valley, extending to the State line between Oregon and California, and also to execute a second mortgage for twenty five thousand seven hundred and fifty two ($25,752.00) per mile.

The party of the first part promise and agree to execute the first mortgage bonds at the rate of twenty five thousand dollars ($25,000) per mile, and deliver one million dollars of the same to the party of the second part, as soon as the said party of the second part shall report themselves in readiness to enter upon the commencement of the construction of the road, under this contract and exhibit satisfactory evidence that they have purchased material and stock equal in value to the amount of bonds so issued, and to make advancement of bonds at the rate of twenty five thousand dollars per mile for a distance of fifty miles in advance of work on the road whenever the party of the second part may request the same & give evidence as required above as to the purchase of material, or of work performed, and to make monthly settlements upon the report of the Chief Engineer, reserving only one tenth part of the amount reported to be due by said Engineer until a distance of twenty miles shall be completed, when the Company shall pay the full amount of fifty seven thousand seven hundred and fifty two dollars ,per mile to said party of the second part as provided in the first part of this con-

tract. It is understood that the company will exert itself to obtain aid from the State of Oregon to assist in the building of this road. It is further agreed that the stock shall be increased to eleven millions of dollars, and three millions of preferred stock shall be executed and delivered to the contractors as soon as the first distance of one Hundred and fifty miles shall be completed. The Stock shall be in the following form to wit:

Capital Stock No Second Series Shares

$11,000,000 The Oregon Central Railroad Company

—Salem— Marion County

$3,000,000. preferred stock (non assessable) gold interest bearing

(Vignette)

and $8,000,000 common or assessable stock

— shares $ each

State of Oregon April 1868

This certifies that Albert J. Cook & Co. are entitled to shares of the Capital Stock of the Oregon Central Railroad Company, transferable on the books of the Company subject to the provisions of the by-laws by endorsement hereon and surrender of this Certificate. The holder of this second series certificate is entitled to seven per cent yearly interest in gold upon the amount of $3,000,000. advanced by the contractors as a working capital under the second contract in the construction of the Company's road. Said second series certificate of stock are issued as collateral security

for that amount and to be *non-assessable,* the payment of which is secured by a Resolution in the following form. "*Resolved* by the Board of Directors of the Oregon Central Railroad Company, that the President & Secretary are hereby requested to execute $18,000,000. of *non-assessable, preferred stock,* & deliver the same to the contractors as part payment for the construction of the road, and as a collateral security for moneys advanced by said contractors, and as a working capital, said stock to be *non-assessable* and to bear interest at the rate of 7 per cent per annum payable in gold coin. And there is hereby set apart as a sufficient amount out of the net earnings of the second division of the road, extending from the end of the first division to the Oregon State line, to pay the same"

(Vignette)

..... Secretary President.

The parties hereto agree that the terms of this contract shall come in force as soon as the first one hundred and fifty miles shall be completed and that it shall be completed within five years from that date.

And in relation to all the terms, stipulations, covenants and agreements of the foregoing contract, it is hereby expressly agreed, that on the completion of the present contract for 150 miles of road, it shall be optional with the O. C. R. R. Company, party of the first part, hereto, to surrender to the contractors the road herein provided for, and assign to them all the rights of the Company therein, in which case the said contractors shall accept the same in full satisfaction of all claims arising under this contract, as against the said company, or their road of 150 miles, so now being constructed, and all facilities within their power shall be extended by said O. C. R. R. Company to enable said contractors to hold over and operate said extension of said road under the laws of Oregon.

(End of contract.)

——oOo——

On motion of Mr. Woods it was

Resolved

That the O. C. R. R. Company hereby accepts any grant of land which may have been made, or may be extended to said Company, and our agent, A. M. Loryea, is hereby fully empowered to present a duly certified copy of this Resolution to the proper authorities as provided by Law to be filed.

On motion of Mr. Ellsworth it was

Resolved

That Dr. A. M. Loryea is hereby authorized to use the name of this company in bringing any action, suit or proceeding, in any of the Eastern states, against any person or persons, or for any purpose he may deem proper for the best interests of such company, provided such use of the name shall be without any cost or liability for expense to the company unless hereafter consented to.

The Finance Committee made a report that the following accounts had been examined by them and approved as correct.

American Exchange Portland	$ 54
Kelly	10
Oregon City Enterprise	25
A. J. Cook & Co. Amt. due on construction as per statement of Ch. Engineer	13,200
A. J. Cook & Co. for interest paid on bonds up to January 1, 1868	10,500

On motion the above accts were allowed & it was ordered that they should be duly paid.

On motion of Mr. J. H. Moores it was ordered that canvassers shall be authorized to receive land at a fair price in payment for stock subscriptions and that the value of such land shall be assessed by three of the Directors of the Company.

The President introduced Supplemental Contract

which it was deemed advisable to enter into with A. J. Cook & Co. to define the provisions of existing contracts which after an animated discussion was laid on the Table.

The corporation counsel remarked concerning the difficulties of securing right of way in some instances.

Mr. Miller moved that the corporation Council be authorized to commence such suits as he may deem necessary which motion carried.

Mr. Mitchell, Counsel, reported that he had prepared an answer to the proposition of the Gaston Company which was read and on motion the Secretary was instructed to forward the same, duly certified to said Company, through the medium of our said counsel & retain the original copy.

On motion of Mr. Ellsworth it was

Resolved—That until otherwise ordered regular meetings of this Board of Directors shall be held at the office of the company on the second Tuesday of each month at 7 p. m. commencing in June.

On motion Board adjourned

S. A. CLARKE Sec'y

Tuesday June 9

The Board met at office of the Company in Salem at 7 o'clock p. m.

There were present, I. R. Moores, President, Messrs. Cooke, Woods, Moores, Conser, Parrish, Ellsworth, Chenoweth, Henderson, Hedges, Lovejoy

Douthit, Miller, Patton of the Directors, J. H. Mitchell Esq counsel T. R. Brooks Esq. Ch Engineer & Mr. S. G. Elliott of the contractors.

Minutes of the last meeting were read and approved.

On motion Board adjourned until tomorrow morning at 8 o'clock.

Wednesday 8 o'clock A. M.

Board met pursuant to adjournment, present as of yesterday.

Committee on Branch roads etc. appointed at last meeting of the Board, reported by Mr. Douthitt their chairman, that they had deferred action until after this meeting.

On motion of Mr. Chenoweth by consent, order No. 7 of "unfinished business' was taken up, and the Board proceeded to discuss the routes of the road to be located through Linn & Benton Counties.

At the suggestion of Mr. Mitchell, a committee of two, consisting of Messrs. Chenoweth & Douthitt, was appointed, to consult with S. G. Elliott and report plan for action in that matter.

Pending the action of the said Committee, which retired to the Secretary's room for consultation, the Board took a recess.

After which the Committee reported that they proposed to have executed the supplemental articles of contract, with A. J. Cook & Co. proposed at the last meeting of the Board in April, and to embody the plan of

constructing two trunk roads, one on the East and one on the west side of the Willamette in Linn & Benton Counties. A draft of said supplemental articles was submitted and amended as to point of junction of said roads, south, and report as amended was adopted.

The Secretary was instructed to have duplicate copies of said supplemental articles prepared.

Report of the Chief Engineer as to his operations for the month of May was read and ordered to be placed on file.

The Secretary presented a communication from Mr. Jas. P. Flint of San Francisco, with proposition from Western Union Telegraph Company for construction of Telegraph line along the companys road which on motion was referred to a select committee consisting of Messrs. Ellsworth Miller & Hedges.

Sec'y. read communication from E. W. Haines, claiming to be Secy of O C R R Co of Portland.

Mr. Douthitt moved to refer to select com of three to report this evening. Carried.

Messrs. Douthitt Chenoweth & Lovejoy were appointed as such committee.

Board adjourned until 2 o'clock P. M.

Two O'clock P. M.

Com. on communication received from " E W Haines Sec'y O C R R Co" made a report that they "ask for further time and that the Secretary of our Board be directed to notify said Haines of this action."

Mr. Ellsworth offered to substitute the following:

Resolved: That the Secretary is authorized to notify E. W. Haines, that his communication is received, and upon receipt of information that the alleged corporation of which he is acting Secretary have appointed a committee of conference—if they desire to do so—the subject will be fully considered by our Board of Directors—of appointing a like committee on our part.

Which substitute was adopted.

On motion of Mr. Douthitt, a commitee of three, consisting of Messrs Douthit Hedges and Moores was appointed, to consider ways and means of paying July interest, to report this evening.

Committee to report on proposition to construct Telegraph on the line of our road reported by Mr. Ellsworth that they thought it necessary to correspond with Western Union Telegraph Co. as to several points in the proposal which they were authorized to do.

Mr. Conser offered the following:

Resolved that the Directors of the O. C. R. R. Co. grant permission to Jacob Conser & Son, to contract for or build a bridge in connection with the R. R. Bridge across the Santiam river, for a carriage way to be held and controlled by J. Conser & Son.

Which was adopted.

Adjourned until evening.

Wednesday Evening June 9

The Finance Committee reported on accts which they had allowed as follows:

D. C. Ireland	$ 6.
J. Henry Brown	13.25
M. N. Chapman	8.
Geo. E. Strong	50.
W. F. Wheeler	8.
John Hamilton	4.

On motion of Mr. Ellsworth, the Board proceeded to ballot for a director to fill the vacancy caused by the resignation of Mr. Clarke when elected Secretary.

J. S. Smith was put in nomination and having received 14 votes, that being the number of Directors present he was declared to be unanimously elected as such Director. The Secretary was instructed to notify him of the election.

The Committee to whom was referred devising of ways and means to pay the interest due July 1, on four hundred thousand dollars of Companys bonds reported,

"That the Oregon Central Railroad Co deliver to Messrs. A. J. Cook & Co. their endorsed note at 90 days for the sum of $14,000 payable in gold coin of the United States of America."

Mr. Ellsworth moved to amend, that the President & Secretary be instructed to draw a warrant of the Company on the Treasurer for the sum of fourteen thousand dollars gold coin, and deliver the same to Messrs.

A. J. Cook & Co. in settlement of interest on said $400,000 of bonds, being the amount due July 1, 1868, which amendment was adopted and the Resolution as amended was carried.

On motion of Mr. Chenoweth the following was unanimously adopted

"Resolved, That A. J. Kam & W. H. Anderson be and they are hereby authorized to canvass for subscriptions to stock and for donations at any points they may select in the Willamette valley. They to receive for their services 2½ per cent on all sums so obtained by them. Such percentage to be paid out of the moneys so obtained by them when the same is paid in. Such canvassers to pay their own expenses."

Mr. Ellsworth offered the following:

Resolved.

That the O. C. R. R. Co. hereby accepts any grant of land which may have been made, or may be extended to said company by Congress. And the officers of this company are hereby directed to file a duly authenticated copy of this resolution with the Secretary of the Interior Washington D C.

Which resolution was adopted.

On motion it was ordered that the Directors as canvassers shall receive as compensation for their services the sum of 5 per cent commission *all* all grants, donations & subscriptions, at the coin value, by them received, the same to be in place of any per diem.

The Secretary reported that he had drawn up supplemental contract in duplicate as instructed, in the following manner and form.

Supplemental Contract.

Articles supplementary made this tenth (10th) day of June A. D. 1868, between The Oregon Central Railroad Company of Salem Oregon and A. J. Cook & Co. the same being for the purpose of explaining and making clear the understanding of said parties in a certain contract heretofore made by original agreement made April 23d 1867, and articles supplementary thereto made November 27th A. D. 1867, both being considered as *one* agreement between the parties hereto and for the purpose of further extending the provisions of said agreements. Therefore in consideration of the premises, and in order to make the said agreements, and in consideration of the sum of one dollar paid by each to the other, and the receipt whereof is hereby acknowledged it is agreed between the parties hereto, that the provision in such original contract, providing as follows, "and that the party of the second part shall be entitled to the earnings of the road until such time as the same is accepted by the company" was intended to mean and it is hereby construed to mean, that the party of the second part is not entitled to receive the earnings of any part of such road after such road is accepted by the Company and paid for in bonds or money as per stipulations in contract, and it is further agreed and understood that the party of the second part shall at the

completion of each ten (10) miles of said road, surrender so much of the road so completed to the company for acceptance by the commissioners as before stated: Wherever in said original Articles and articles supplementary thereto, it is stipulated that the said company shall exhaust all their other means in payment on such contracts, it is hereby agreed that such clauses were intended to mean, and are hereby construed to mean, *only* such moneys as such Company may have, on hand arising from donations or sale of stock, and shall not include any of the real estate or personal property of such company—ten per cent of the whole amount of moneys so collected by sale of stock, or by donations to be reserved by the company for expenses.

And it is in consideration of the foregoing premises and of the further agreements of the parties hereto, this day made, and for the purpose of advancing the general interests of the enterprise, and for the mutual advantage of the parties hereto, hereby agreed, by and between the parties hereto, as supplemental to the contracts & agreements aforesaid that in the event that the citizens along the line of the Trunk of road hereinafter referred to, shall raise by subscriptions and donations in coin in the manner provided for by the established rules of the Oregon Central Railroad Company, a sum equal to three thousand dollars—coin—per mile, for the whole distance of the West Trunk hereinafter described. The said A. J. Cook & Co. do hereby agree to and with the Oregon Central Railroad Company to construct and complete a railroad to be known as the

West Trunk of the Oregon Central Railroad Company from a point within Linn County connecting with the East Trunk of the road as provided for in the contracts to which this is a supplement, at such point in Linn County as may be selected as the point of divergence by the Chief Engineer (such East Trunk to extend Southward through Linn County) and crossing the Willamette river at Corvallis and extending through Corvallis and southward through Benton County, the same to connect with the east Trunk of such road at a point on the south, north of Township Sixteen South—such point to be selected by the Chief Engineer of this Company, such road to be of the same quality and constructed in all respects of the same materials and on the same gauge and on the same plan of the road as provided for in the contract to which this is supplemental & in consideration thereof the said A. J. Cook & Co. shall receive for such West Trunk the sum of fifteen Thousand dollars per mile and no more, the same to be paid, twelve thousand dollars per mile of the bonds of The Oregon Central Railroad Company, to be paid in the same manner and as the work progresses in the same proportion as to contract price, as is provided in the contract to which this is supplemental. The remaining three thousand dollars per mile to be paid in cash upon same terms as in original contract. And as soon as the citizens along the line of such West Trunk shall have raised for the same the sum equal to three thousand dollars per mile for the whole distance of the West Trunk of such road, from the points of divergence from the East Trunk

running through Linn County as herein provided to the point of uniting on the south and report thereof to the Oregon Central Railroad Company, the said contractors A. J. Cook & Co. do hereby agree with within two weeks thereafter to commence the grading of such West Trunk and shall complete the whole of the grading thereof within six months after the commencement thereof, provided such subscriptions and donations shall be paid as such grading progresses, and provided further, that such West Trunk shall be completed within the same time after the commencement of the grading thereof *the* the East Trunk is completed after the commencement of the grading of such East Trunk.

The President and Secretary were instructed and authorized to execute the aforesaid contract in the name of the Company as of this date.

On motion the Board adjourned.

S. A. CLARKE, Secretary.

Directors Meeting July 14th 1868

Board met according to adjournment for its regular monthly meeting.

There were present of the Directors Mr. President and Messrs. Moores, Cooke, Woods, Patton, Chenoweth, Henderson, Miller, Conser, Ellsworth & Lovejoy.

Minutes of June meeting were read and approved.

Engineers report was read and referred to Committee on Finance.

The Secretary notified the Board that J. S. Smith

Esq had verbally declined to qualify as a Director of the Company.

Committee on Telegraph appointed last month reported that they had corresponded with Mr. Mumford of the Western Union Telegraph Co. and submitted the correspondence with the form of contract proposed to be entered into by them with this company which were read.

Mr. Ellsworth offered the following Resolution which was adopted.

Resolved

That the officers of this Company are authorized to contract with the Western Union Telegraph Company as proposed, with such modifications as they can effect for the advantage of this company.

Mr. Ellsworth also offered the following which was adopted by a majority vote:

Resolved

That it shall be deemed a substantial compliance with existing contracts with A. J. Cook & Co. to locate the line of road not exceeding three miles East of Salem, and on *their* being subscribed along that line at least $3,000 per mile the Engineer is fully authorized to so locate the line instead of coming to Salem.

Mr. Ellsworth also offered the following which was unanimously adopted.

Resolved

That it shall be a substantial compliance with the existing contract with A. J. Cook & Co. to locate the line of the road in Linn County not exceeding four miles East from Albany, and upon there being subscribed at least $3,000 per mile along that line the Engineer is fully authorized to so locate the line instead of going to Albany.

On motion of Mr. Chenoweth the Board proceeded to ballot for a Director to fill the existing vacancy.

Mr. Chenoweth nominated Green B. Smith Esq. of Benton Co. and a ballot, being taken in accordance with the By Laws of the Company Mr. Smith received eleven votes, being the number of Directors then present, which result being ascertained by a canvass made according to by-laws was announced by the President, and the Secretary was instructed to announce to Mr. G. B. Smith his election as such Director.

Mr. Ellsworth offered the following

Resolved

That the town or point on the line of the road, as finally located, whose citizens shall raise the largest sum in addition to the ordinary subscription to aid the road, to be at least ten thousand dollars, shall be selected as the location for the machine shops for the company. And subscription books for this purpose shall be kept open until the first day of October A. D. 1868, which was laid on the table.

Board adjourned until evening.

Having reassembled the Finance Committee reported in favor of the following accounts as correct, recommending that the same be settled by warrants on the Treasury, to wit:

S. A. Clarke Secretary O. C. R. R. Co. 1 quarters salary to July 1	$ 450.00
J. H. Mitchell Atty for Co. 2 quarters salary to July 1	2500.00
W. D. Carter, Printing a/c	12.
J. K. Gill & Co. Stationery a/c	4.75

On motion the Secretary was instructed to draw warrants on the Treasurer in favor of said persons for the amounts stated.

The resolution relative to machine shops was taken from the table and after considerable discussion thereon was again tabled.

A resolution of similar effect presented by Mr. Lovejoy was laid on the table.

Mr. Chenoweth moved that all action of the board relative to salaries & commissions of the officers of the Company & members of the Board be stricken out and rescinded.

Mr. Ellsworth moved to refer the resolution to the committee on Finance with instructions to report at August meeting a suitable scale of prices.

Which motion was adopted.

On motion—the Secretary was instructed to file with

Sec'y of State & Co Clerk of Marion Co. Statements as required by law, of the number of Directors of this Company, less than a majority, constituting a quorum for the transaction of business.

On motion Board adjourned.

S. A. CLARKE,
Secretary.

State of Oregon)
) ss.
County of Marion)

I, Green B. Smith, Director elect of the Oregon Central Railroad Co., do solemnly swear that I will faithfully & honestly discharge the duties of the office to which I have been elected to the best of my ability, so help me God.

Green B. Smith

Sworn & Subscribed to before me this the 8th day of Sept A D 1868

S. A. CLARKE,
(SEAL) Notary Public.

Salem August 11 1868

At the regular monthly meeting of the Board held this day at the company's office, there were present Mr. President and Messrs. J. H. Moores, E. N. Cooke, T. McF. Patton, J. D. Henderson, S. Ellsworth, Jacob Conser, A. L. Lovejoy.

The minutes of last meeting were read and approved.

The order of business being taken up the committee on Finances reported through Mr. E. N. Cooke, Chair-

man, that having examined the reports of the Chief Engineer, the same were found to be correct, as to the months of May & June. The same committee also made report that the subject of Salaries and compensation which was referred to them at last meeting having been under their consideration they recommended that no action be taken at this time but that the same be laid upon the table.

On motion this report was adopted.

Mr. Patton moved that a committee of three be appointed to secure and fit up an office for the use of the company, which motion was carried, and Messrs. Patton Moores & Cooke were appointed such committee.

Mr. President submitted to the board his agreement, made with Mr. Williams of Lane County, relative to town site at the junction of the Linn & Benton trunks, which action was approved on Motion of Mr. Patton & the President was instructed & authorized by said motion to act for the Co when such matters should arise.

On motion of Mr. Ellsworth the President was authorized, for the purpose of raising means to settle outstanding accts to collect in money on subscription or in failure thereof to negotiate a loan for that purpose not to exceed one thousand dollars.

In relation to difficulties existing as to securing the right of way on the line of the road from persons living above Canemah on motion Mr. Hedges was requested & authorized to act for the company to secure the same

by settlement, or by tender and suit, as prescribed by law, if the same be necessary.

Mr. Henderson made suggestions relative to the projected road to connect via Eugene City with the Central Pacific at the Humboldt, advocated by persons and on motion of Mr. Ellsworth the same was referred to a select committee of three, to communicate with our members of Congress and convey to them information that will bear upon the subject.

Messrs. Henderson, Ellsworth & Patton were appointed such committee, and on motion Mr. President was added as a member thereof.

On motion Board adjourned.

S. A. CLARKE,
Secretary.

Salem Sept 8th 1868

At the regular monthly meeting of the Board this day held there were present Mr. I. R. Moores, President, Messrs. Loryea, Miller, Moores, Conser, Woods, Patton, Cooke, Chenoweth, Ellsworth, Henderson, and Green B. Smith, heretofore elected a director, who having duly qualified, as required by law, as will be seen by his official oath, properly certified, which is inscribed on page 82 of this book, appeared as a member of the Board of Directors.

Being called to order, the proceedings of last meeting were read and approved.

Mr. Loryea moved to appoint a committee whose

duty should be to meet & receive Messrs. Brinck, Welsh and Winslow, who are expected soon to arrive in Oregon and examine the resources of our State, to extend proper courtesies to these gentlemen during their stay with us.

The motion passed and Messrs. Loryea, Parrish and Chenoweth were appointed as such committee.

Mr. Ellsworth moved the appointment of a committee to properly prepare & place before the Legislative Assembly matters relating to the Oregon Central Railroad & the success of this enterprise, which motion passed and Messrs I. R. Moores, J. F. Miller & J. H. Mitchell, Atty. of the Co. were designated by the Board as such committee.

Board adjourned until tomorrow at 9 o'clock A. M.

Wednesday, Sept. 9, 9 o'clock A. M.

Board met pursuant to adjournment, present as of yesterday.

On motion Mr. Elliott was requested to act with the committee appointed to receive Mr. Brinck and others and accompany them in a tour through this valley.

On motion it was

Resolved: that the Company accept the liberal donation of land made to it for depot purposes in the City of Portland by the Oregon Iron Works & by Messrs. J. S. Smith, W. K. Smith and J. H. Hayden; also the liberal donation made for a like purpose in the City of Salem by the Willamette Woolen Manufacturing Company of that place; and we hereby express our appreciation for

these substantial manifestations of confidence in our company and the liberal disposition to aid our enterprise.

On motion Mr. Mitchell was instructed to draw up an agreement with the Peoples Transportation Company, the same to be in accordance with a diagram prepared & a statement submitted to the Board.

Board adjourned sine die.

S. A. CLARKE,
Secretary.

Tuesday Sept 15, 1868

At a meeting of the Board duly called by the order of the President there were present of the Directors, Mr. President, Messrs. Miller, Lovejoy, Loryea, Chenoweth, Hedges, Patton, Cooke, Douthit, Ellsworth and Conser.

A resolution was offered concerning the transfer of the interest of A. J. Cooke & Co. contractors, to Messrs Ben Holladay & Co. and recognizing Ben Holladay & Co. as the successors of A. J. Cooke & Co. duly accepted by this corporation.

On Mr. Loryea's motion, the subject of said transfer and resolution in relation thereto was referred to a select committee of three composed of Messrs. Loryea, Ellsworth and Chenoweth.

Board adjourned until one o'clock.

Wednesday Sept 16th 1 o'clock p. m.

Board met according to adjournment. All present

as before, but Mr. J. H. Moores.

Mr. Loryea, from select committee to whom was referred the matter of the change of contracting firm, reported the following:

Your committee to whom was referred the resolution proposing to recognize Ben Holladay & Co as the assignees of A. J. Cook & Co. in the contract with the Oregon Central Railroad Company, for the construction of the first 150 miles of this railroad & also the contract extending the same to the California line would report that we have had the same under consideration and would recommend that upon the transfer in writing signed by A. J. Cook & Co. to Ben Holladay & Co. of all their interest in such contract, and the acceptance of such transfer by Ben Holladay & Co. in writing by them signed, and the further agreement in writing of said Holladay & Co. to be executed to this Company, wherein they agree to assume all contracts and agreements entered into heretofore between A. J. Cook & Co. and this corporation, relative to the construction of said road, and relative to the sale, transfer and redemption of stock of this corporation, and upon such assignment acceptance and contract being filed in the office of this company, that a resolution, as follows, be adopted by this Company.

Proposed Resolution.

Whereas the firm of A. J. Cook & Co. contractors, for the construction of the first one hundred and fifty miles of rail road, have sold & Transferred by an assign-

ment in writing, filed in the office of this Company, all their interest in the contract for the construction of such road to Ben Holladay & Co. and Whereas:

Said Ben Holladay & Co (said firm being composed of Ben Holladay, C. Temple Emmet & S. G. Elliott) have by writing and agreement with this Company, filed in the office of this Company, accepted such transfer and have agreed with this company to assume—and have assumed all the covenants and conditions of such contract to be performed by said A. J. Cook & Co. and also all other agreements and covenants heretofore entered into by said A. J. Cook & Co. with the Oregon Central Railroad Company relative to the sale, transfer and redemption of stock, and it further appearing to this Board that said Ben Holladay & Co. are prepared and intend to prosecute the work without delay,

Therefore: Resolved,

That this company hereby recognize the said transfer from A. J. Cook & Co. to the said firm of Ben Holladay & Co. and we accept the latter as the contractors under the existing contracts for the construction of the Rail Road aforesaid.

A M Loryea
S Ellsworth
F A Chenoweth

J. H. Mitchell of counsel for Corporation.
which report on motion was adopted.

Mr. Chenoweth ofd the following

Resolved

That we have full confidence in the financial ability and good faith of the said contracting firm of Ben Holladay & Co & consider said firm entitled to the unreserved and entire confidence of this Board.
which motion was unanimously adopted.

Whereupon the Board adjourned.

S. A. CLARKE,
Secretary.

Tuesday Evening Oct. 13

At the regular meeting of this date, there were present, Mr. President & Messrs Hedges, G. B. Smith, Chenoweth, Conser. No quorum being in attendance, the Board adjourned until the next evening at 7 o'clock.

Wednesday Evening Oct. 14.

Board met pursuant to adjournment, present Mr. President & Messrs. Miller, Moores, Hedges, Conser, Douthit, Smith, Chenoweth. Mr. Mitchell the counsel for the Co. being also present.

The Secretary presented the formal written resignation of Director Hamilton Boyd, which on motion was accepted, and Mr. Boyd's official connection with the Company as a director then declared terminated.

Also the resignation in similar form of Philip Wasserman was presented and on motion accepted, and Mr. Wasserman's official connection with the Company as a Director then declared terminated.

Also a written communication from A. M. Loryea

was presented, resigning his position as a Director of the Company and as Vice Prest. which on motion was unanimously accepted and his official connection with the Company declared terminated.

The Secretary presented a written communication from Henry McKay, Esq. stating that A. M. Loryea had promised him as well as Messrs Brinck and Welsh, that the company would pay the expenses of their trip hither.

On motion the matter was referred to a select committee of three, Messrs. Conser, Hedges & Mitchell.

The following accts. were presented and referred to Finance Committee.

M. C. Parrish & Co.....$ 23.13
J. H. Mitchell ..... 1,250.

Mr. J. H. Moores inquired what was the course to be pursued relative to parties claiming damages of the company for passing through their lands. Case of Mr. Brown was cited as an example.

A resolution, prepared by the atty for the Co. J. H. Mitchell Esq. was read, relating to right of way, and referred to a special committee of three, consisting of Messrs. Chenoweth, Miller & Douthit.

Mr. Chenoweth moved that no action be had to fill the vacancies existing in the Board of Directors, which motion carried.

Mr. Conser moved that the Board immediately proceed to elect a Vice President.

Which motion carried.

Messrs. Douthit & Chenoweth being appointed tellers, the vote was taken by ballot & duly canvassed, with the following result.

Mr. G. B. Smith received 4 votes

Mr. A. F. Hedges received 2 votes

Mr. I. H. Douthit received 1 vote

Mr. Chenoweth received one vote.

Whole number of votes cast, eight.

Necessary to a choice, five.

The second ballot was duly taken and canvassed, with the following result.

Mr. G. B. Smith received five votes.

Mr. A. F. Hedges received two votes.

Mr. I. F. Miller received one vote.

Whereupon, G. B. Smith having received a majority of the votes cast was declared duly elected the Vice President of the Oregon Central Rail Road Company.

Whereupon the Board adjourned until Thursday evening Oct 15, at 7 o'clock.

Thursday Evening, Oct. 15 1868.

The Board met pursuant to adjournment.

There were present, Mr. President, Messrs. Moores, Chenoweth, Hedges, Miller, Douthit, Conser, Smith and Lovejoy.

Committee to whom was referred the communica-

tion made to the Board by Mr Henry McKay made the following report.

Whereas, a communication has been received from Henry McKay of New York City, stating in substance that as one of the conditions of his coming to Oregon Dr. Loryea distinctly stated and promised that his expenses would be defrayed by this company,—Such communication also stating that Messrs. Brinck & Welsh also concurred in such communication.

And *Whereas* Dr. Loryea had no authority from this Company, either express or implied, to make any such promise for or in behalf of this Company,

And while we exceedingly regret that any such unauthorized promise should have been made:

Therefore, The Secretary of this Board is instructed to respectfully communicate to Messrs. McKay and Brinck and Welsh that such promise on the part of Dr. Loryea was wholly without authority, either express or implied; and without any knowledge or intimation from Dr. Loryea—either before or since his return to Oregon, —that such promise had been made, and therefore this Company could not in justice to itself carry out any such unauthorized arrangement.

Jacob Conser, Chm.

Which report was unanimously adopted.

The Committee to whom was referred the subject of procuring rights of way and the necessary steps to take therefor, made the following report:

Whereas, it being the deliberate judgment of this Board that the owners of land along the route of the Rail Road now being constructed, instead of being injured by such road, will, as an almost universal rule be benefited thereby:

Therefore

Resolved That this company will, before proceeding to take possession of any persons land for the purpose of grading, use all honorable efforts to secure a Deed of right of way therefor as a gift, in consideration of the benefits to be derived by such owners in the construction of the road; and in case any such owner shall decline to give such deed, then a map of the survey of such road showing the amount of lands and location of such owner, required by the company, shall be furnished to the attorney of the corporation, and he shall proceed at once to have such lands condemned to the use of the company, by action in Court as provided by law, unless such attorney shall otherwise desire, in which case his directions in the premises shall be followed by the Company. And in case of a failure upon the part of any of the agents of this Company to secure deeds as above, he shall proceed at once to have a map made giving the exact location of the lands sought to be condemned, giving course, distances and curvatures, and shall report the same to the next regular meeting of this Board, when the same shall be submitted to the attorney for his decision, provided it shall be the duty of the Chief Engineer to furnish all such maps and diagrams within twenty days after demand made by any authorized agent of the

Company.

F. A. Chenoweth, Chmn.

Which report was unanimously adopted and on motion the Secretary was instructed to furnish members of the Board, and the Chief Engineer with a copy of the resolution.

Account of B. L. Norden, Co. Clerk of Multnomah Co., being bill of costs in action State of Oregon ex rel I. R. Moores vs. J. Gaston et al. for $57.25, was referred to Finance Committee.

On motion Board adjourned until Friday Evening.

Friday Evening Oct 16, 1868.

Board met pursuant to adjournment, present as on Thursday & there being no important business before it, adjourned sine die.

S. A. CLARKE,
Secretary etc.

Wednesday Nov 25, 1868.

There having (by common consent) been no regular meeting in this month, a called meeting was held in Portland this date, there being present, Mr. President, & Messrs. Moores, Chenoweth, Patton, Conser, Henderson, Ellsworth, Woods, Lovejoy, Parrish.

Mr. Mitchell, atty for the corporation, read a statement comprising a history of all matters connected with the company, prepared by him.

On motion of Mr. Ellsworth the foregoing state-

ment was unanimously adopted by the Board, and the President & Secretary were instructed to sign the same officially and attach the seal of the company thereto.

The secretary read to the Board a communication from Henry McKay of New York in relation to the same subject as his former communication, on the promise of Dr. Loryea that his expenses should be paid from the East, by this Company.

On motion of Mr. Henderson, the Secretary was instructed to write respectfully, informing Mr. McKay of the circumstances of Dr Loryeas powers & his unauthorized promises.

On motion of Mr Ellsworth, duly seconded, it was ordered by the Board, that the sum of one thousand dollars be set apart, for the purpose of paying five hundred dollars to each to Messrs. J. H. D. Henderson and Geo. L. Woods, towards defraying their expenses to the City of Washington, on business of the corporation, should they proceed thither, as contemplated.

Whereas, it is deemed expedient that, for the furtherance of the interests of the company several of its members shall immediately go East, & visit Congress and the departments; and for such purpose funds are needed;

On motion of Mr. Chenoweth it was ordered as follows:

That the President is authorized, to sign in his official capacity, a note of hand payable four months

after date for $5,300. from the proceeds of which note, when negotiated, the said sum of one thousand dollars shall be appropriated towards defraying the travelling expenses of Gov. Woods & Mr Henderson, and the remainder to pay the salary of J. H. Mitchell Esq. the attorney for the company.

On motion of Mr. Lovejoy the Secretary was ordered to draw his warrant on the Treasurer for the entire amount of salary due Mr. Mitchell until January 1st, 1869 $1,250.

Mr Parrish offered the following preamble and resolution, which were unanimously adopted?

Whereas, S. G. Elliott acting for the contracting firm of A. J. Cook & Co. bought four locomotives in the name of the Oregon Central Railroad Co. and has, since the arrival of said locomotives in San Francisco, California, sold the same to the Central Pacific Railroad Co; Now therefore,

Resolved that the action of the said S. G. Elliott be approved; Provided the new firm of Ben Holladay & Co. shall replace the four locomotives, so that no damage of any kind shall occur to The Oregon Central Railroad Company.

On motion of Mr Conser it was

Resolved,

That the Secretary be instructed to issue to Ben Holladay & Co. one million of the Common Stock of the Company & take the receipt of Ben Holladay & Co.

therefor, as an advanced payment, equivalent to one hundred thousand dollars coin on the contract to pay three thousand dollars per mile on the construction of the road.

Which said transfer was immediately made in the presence of the Board & the Secretary advised the Board that the said receipt was duly given therefor.

Mr. Elliott, on the part of Ben Holladay & Co. presented the certificate of said firm, releasing the company from the contract relative to payment of nine tenths of receipts from donations and subscriptions to the contractors, to the extent of five thousand dollars, as specified in said certificate, to wit: to pay salary of J. H. Mitchell $3,000, to pay expenses of other members of the Co. to Washington, one thousand dollars; to pay salary of Secretary $1,000,—

On motion of Mr. Chenoweth the following preamble and Resolution was adopted:

Whereas the Legislature of the State of Oregon, at its late session in Oct. 1868, by Joint Resolution designated "The Oregon Central Railroad Company," of Salem, Oregon, Incorporated April 22d 1867 under the laws of Oregon, as the Company to take, manage & control the Land Grant given in aid of the construction of a railroad & telegraph line from Portland, Oregon, Southerly through the Willamette, Umpqua & Rogue River Valleys, by Act of Congress of date July 25th 1866;

And Whereas such Legislature failed to designate

any company until after the expiration of one year from the date of the passage of said Act of Congress,

Therefore, *Resolved,* that this Company—The Oregon Central Railroad Company of Salem, Oregon,—Organized April 22d 1867, does hereby accept such grant, and does assent thereto, upon the terms and conditions specified in said Act of Congress of July 25th 1866, granting aid as aforesaid.

And Resolved Further

That the Secretary of this Company be & he is hereby instructed to prepare a true & certified copy of this preamble & resolution, together with a certified copy of such Joint Resolution, being known as Senate Joint Resolution No. 16, under the seal of this company, & forward the same forthwith to the office of the Secretary of the Interior, and have the same filed in such office as the assent of this Company to the grant aforesaid.

The following preamble and Resolution, being offered by Mr. Ellsworth, moved by him and duly seconded, was unanimously adopted by the Board:

Whereas

J. H. Mitchell, the attorney of this Corporation, has proposed without charge or expense to this company to go East and represent this Company before Congress and the Departments at Washington City,

Therefore

resolved,

That J. H. Mitchell be, & he is hereby authorized & empowered to represent this corporation & its interests as agent and attorney thereof, before the Congress of the United States, & the Departments at Washington, to the end that all necessary legislation by Congress & action by such Departments may be had in order to secure and promote its interests.

Whereupon the Board adjourned.

S. A. CLARKE
Secretary

Directors Meeting

Tuesday Jan 12, 1868

At a regular meeting of the Board this day held at the company's office in Salem there were present

Mr President, Messrs Moores, Conser, Patton, Douthit, Chenoweth, Cooke, Lovejoy, Hedges.

The Board was called to order by the President at 8 p. m.

The following accts. were presented and referred to the Finance Committee:

Myers & Riggs..... 6.25
C. M. Parmenter.....207.

Mr Chenoweth

Proposed the following sections as amendments and additions to the By-Laws of the Company, which amendments were received to be acted on at a future

meeting as required by the Laws of the corporation.

as follows:

"By Laws proposed at the regular monthly meeting held at Salem on the 12th day of January A. D. 1869. Sec. 22 Sec. 17 on page 9th of Journal is hereby repealed, and in lieu thereof, the following is enacted, to-wit:

No Stock shall issue, except by order of the Board of Directors, and in case of the loss, or destruction of any certificate of stock, upon due proof of such loss, and a sufficient bond of indemnity, the company may issue a duplicate thereof.

Sec. 23. That the stock subscribed by the Chairman of the meeting of corporators of this company on the 22nd day of April, 1867, to the amount of Seventy thousand shares, or such amount thereof as is not disposed of at the adoption of this By-Law, shall be issued to said Oregon Central R R Company in certificates of equal amounts as near as can be, and one of each certificates be held by each of the following named gentlemen, in trust for said company, to-wit:

(Here insert names of trustees)

And the said Trustees are instructed and authorized to represent said stock at all meetings of stockholders of the Oregon Central Rail Road Company, and to vote the same, according to their judgment, as may be for the best interest of the Company.

Sec. 24. The above named trustees shall be entitled to

cast one vote for each share of stock so held by them, at any and all elections of directors and officers of said company; and in case of the absence of any one of said trustees, the absentee may by written authority authorize any other one of said Trustees to cast the vote and represent the shares so held by him; and in case of a failure so to appoint a proxy, the Board of Directors may authorize any Director or Directors to represent said Stock and vote the same in such manner as such absentee in their judgement would and ought to vote it if present. Sec. 25. It shall be the duty of the Secretary to arrange the names of the said Trustees in alphabetical order and charge each one with the number of shares so held by him; and as part of the stock is sold or otherwise disposed of, he shall take from each in regular order and in equal amounts, crediting said Trustees and charging the purchaser therewith & shall transfer the same on the books accordingly, and for this purpose the certificate so held by said Trustee shall be taken up and cancelled when the amount or number of shares held by him is reduced by the sale or other disposition of the stock, and a new certificate shall be issued to him for the number of shares remaining in his custody. Sec. 26. Each stock holder shall be entitled to cast one vote for each share held or owned by him, or any one who shall have a written authority to act as trustee or as agent or proxy, for any absent stockholder, may vote according to such written authority by filing such authority with the Secretary.

Mr. Chenoweth offered the following preamble and

resolution.

"Whereas

At a meeting of the Board of Oregon Central Railroad Company at Salem, Oregon, on the 14th day of July, 1868, a resolution was adopted as follows

'Resolved That it shall be a substantial compliance with existing contracts with A. J. Cook & Co to locate the line of road not exceeding three miles east of Salem, and in *their* being subscribed along that line at least $3000 per mile, the Engineer is fully authorized to so locate the line instead of coming to Salem.

And Whereas: It does not appear that $3000 per mile has been subscribed on the proposed line

And Whereas:

Since that time the citizens of Salem have since that time subscribed with some degree of liberality to said road on condition said road is run to Salem, therefore be it

Resolved, By the Board of Directors of O. C. R. R. Co., that said resolution be, and the same is hereby rescinded, & declared null and void.

After debate the foregoing Resolution was unanimously adopted.

Mr. Chenoweth offered a similar resolution relative to the location of the road East of Albany, which resolution, on motion of Mr. Chenoweth, was laid over, to be considered and acted on at the regular meeting of the Board in February.

The Finance Committee reported in favor of paying the following accounts, referred to them, at different times.

A. L. Stimson		
in currency		$70.
Ben Norden		
Clerk Multnomah Co.		$57.25
in currency.		
Scott & Co.	coin	$2.
Geo W Vallum	coin	7.
C. M. Parmenter	"	207.
Myers & Riggs	"	6.25

On motion the same were ordered to be paid, and the Secretary of the Co. directed to draw warrants on the Treasurer for the respective amounts.

On motion, the Board adjourned until this evening at 7 o'clock.

7 o'clock P. M.

The Board, present as before, and also Mr. Parrish appeared.

No special business demanding the attention of Board, it adjourned sine die.

S. A. CLARKE
Secretary.

——oOo——

Tuesday February 9, 1869.

It being the day for regular monthly meeting of Board of Directors, there were present Mr. President and Messrs. J. H. Moores, Chenoweth, Smith, Parrish

and Conser, which number not constituting a quorum for business, an adjournment was had until tomorrow morning at 9 o'clock.

——oOo——

Wednesday, 9 o'clock.

Present as of yesterday and also Mr. Patton, so constituting a quorum, the Board was called to order by the President.

The minutes of January meeting were read and approved.

Mr. Chenoweth offered the following:

Whereas

At the regular meeting of the Board of Directors of this Company held in July, 1868, a resolution was passed allowing the Chief Engineer, on certain conditions, to locate the road not to exceed four (4) miles east of the City of Albany:

And Whereas:

Since then said City of Albany has raised a considerable amount of money & lands for the encouragement of said road, on conditions that said road should run within one mile of Albany, and establish the Depot at said point within one mile of the Court House of said City;

Now Therefore

Be it Resolved, That in case the people of Albany shall subscribe & secure in money and lands to said road,

the sum or value of thirty thousand dollars; then and in that case, said Resolution passed in July 1868, as aforesaid, shall be rescinded and declared void.

Which on motion was adopted.

Mr. Chenoweth moved the adoption of the Resolution offered by him at the regular meeting in January, which offered amendments & additional sections to the By-Laws of the Company.

After consideration and discussion of the motion, Mr. Chenoweth withdrew the same, and at his suggestion, by general consent, the action on this subject was passed over for the next regular meeting.

Mr. Conser offered the following as an amendment to the By Laws of the Company, being similar in character, & intended to be amendatory to the amendments now pending.

Amendments proposed by Mr. Conser

Resolved

That the By-Laws of this company be amended by the addition of two Sections, as follows:

Sec. —— The Seventy thousand shares of the capital stock of this corporation subscribed by order of the meeting of Incorporators Aprid 22nd 1867 by Geo L. Woods chairman of said meeting, and held by virtue thereof, or so much of said stock as shall at any time remain unsold, shall be jointly held and represented at any stockholders meeting by one or more trustees to be elected by the Board of Directors.

Sec. — At the time of making up the list of stockholders entitled to vote at any regular meeting of stockholders, the Secretary shall ascertain the number of shares of said stock remaining unsold, and shall make and deliver to such trustee or trustees, a certificate duly signed by the President and Secretary, sealed with the corporate seal, and stamped with sufficient U. S. Revenue stamp, setting forth the number of shares to be so held, represented and voted on, and authorizing said trustee or trustees to so represent the same.

And said trust shall be exercised according to the directions of the Board of Directors, should they take action thereon & give such instructions.

Which resolution was received and on motion of Mr. Chenoweth was ordered to be spread on the Journal.

On motion of Mr. Smith the President was authorized to see what arrangement can be made for the location of a station and depot at or near Waconda, and to report thereon at the next meeting.

On motion of Mr. Moores it was

Resolved

That the provision made by the Board April 17, 1868, requiring that a salary fund should be set apart, is hereby repealed; and salaries shall be paid from the General Fund.

S. A. CLARKE, Secretary.

——oOo——

Tuesday, Mar 9, 1869.

At the regular meeting of the Board of Directors of

the O. C. R. R. Co. this day held in Salem, there were present Mr. President, & Messrs. Cooke, Miller, Conser, Hedges, Douthit, Patton, Moores, Parrish, Ellsworth and Woods.

The minutes of last meeting were read and approved.

The President read contract made with owners of land near Waconda, for the location of a Depot, which contract, on motion of Mr. Ellsworth, was approved by the Board.

On motion of Mr. Douthit the President was authorized to take such steps as he may approve to have the Waconda town site surveyed & laid off in Blocks & lots.

Mr. Ellsworth moved that when the Board adjourn, it do so to meet at Salem on Monday April 5th ensuing, which motion was carried.

The amendments to the By-Laws heretofore presented, were considered, & on motion were laid over for future action.

On motion Board adjourned to the 5th April ensuing.

S. A. CLARKE
Secretary.

——oOo——

Monday April 5, 1869

The Board met pursuant to adjournment present Messrs Moores, Cooke, Douthit, Conser, Hedges, Parrish, Ellsworth, Lovejoy, Chenoweth, Patton and Mr.

President.

On motion of Mr. Chenoweth the By-Laws were amended as applied for by him at the meetings in January by the following added section.

"Sec. 22. Section 17 on page 9th of Journal is hereby repealed, & in lieu thereof the following is enacted, to-wit:

'No stock shall issue, except by order of the Board of Directors and in case of the loss or destruction of any certificate of stock, upon due proof of such loss, and a sufficient Bond of Indemnity, the Company may issue a duplicate thereof.'

The foregoing amendment to the By Laws was unanimously adopted.

The following By-Law, which had been submitted by Mr. Chenoweth at the January meeting, was submitted to a final vote on motion of Mr. Chenoweth.

"Sec. 23. Each stock holder shall be entitled to cast one vote for each share held or owned by him and any one who shall have a written authority to act as agent or proxy for absent stock holders or for the company, may vote according to such written authority by filing the same with the Secretary.

which being put to vote was unanimously adopted.

The By Law relating to the representation of the stock owned by the corporation, or held for it by Geo. L. Woods, Chairman of the meeting of Incorporators, being under consideration

Mr Ellsworth moved to refer to the coming meeting of stockholders, which motion was lost.

Mr Douthit moved that the same be referred to Messrs Ellsworth, Chenoweth & Lovejoy, which motion carried, & they were instructed to report tomorrow morning at 11 o'clock.

Messrs, Douthit, Conser and Parrish were appointed a committee to examine accounts of Directors & report on the same tomorrow morning.

Whereupon the Board adjourned till tomorrow morning at 11 o'clock.

——oOo——

Tuesday Apl 6th 1869

The Board met pursuant to adjournment present as of yesterday, and also Gov, Woods.

Ellsworth offered the following Resolution as to representation of the stock held by virtue of subscription, Apl. 22, 1869 of Geo. L. Woods Chm. of Incorporators meeting.

"Resolved, that until otherwise provided for, the stock subscribed for this corporation by Geo L. Woods, or so much thereof as is not disposed of, be represented and voted by Geo. L. Woods, for the benefit of the corporation at the annual meeting of Stockholders for 1869. Substantially in the manner it was done by the Secretary of the Board at last annual meeting.

Which resolution unanimously passed.

Mr Conser from the Committee to audit the accounts

of Directors made the following report.

Your committee appointed to audit and report amounts due to members of the Board for compensation, report that we have had the subject under consideration and recommend that there be allowed as follows, for services as Directors for the fiscal year 1868-9, to-wit.

T. McF. Patton	as per Bill	$216.
I. H. Moores	" " "	200.
A. L. Lovejoy	" " "	904
A. F. Hedges	" " "	800
I. H. Douthit	" " "	1207
F. A. Chenoweth	" " "	800
I. Conser	" " "	591.75
S. B. Parrish	" " "	552
I. H. D. Henderson	" " "	300
S. Ellsworth	" " "	400
G. L. Woods	" " "	96

Several members of the Board have not handed in a bill so we have no means of knowing what they should be allowed.

I. Conser, Chairman.

On motion the report was adopted, and warrants ordered to issue for the sums due the said several named persons. Mr. Douthit moved that warrants be drawn for salaries due the officers for the past year. Which motion was carried.

The Treasurer made his report, which was adopted, and ordered to be placed on file.

Committee on Revision of By-Laws made a report,

which in view of the resolution heretofore adopted, instructing Geo. L. Woods to cast the vote on the stock held by the Company, as subscribed by him for the corporators Apl. 22nd, 1867, was laid on the table on motion of Mr. Ellsworth.

The following accounts were presented and warrants ordered to issue for the several amounts.

D. C. Ireland, paid by S. A. Clarke for advertising Stockholders meeting	$8.50
A. L. Stinson printing Bill (bal)	303.62
F. A. Chenoweth for printing done for Company	15.
State Journal for printing done	5.

Mr. Ellsworth offered the following:

Resolved That for the ensuing fiscal year the affairs of the company shall be managed by an executive committee to consist of the President and four Directors to be appointed for the purpose. Said committee shall meet as often as once a month & oftener if necessary. And the Board of Directors shall hold its regular meetings once in six months, although Special meetings may be held at any time on call of the President. Said committee shall keep a record of its doings and report the same to the Board for its approval or rejection.

Which passed unanimously.

The matter of the salary of the Secretary for the

year ending Apl. 1, 1868 was under consideration and was referred to the Board of Directors of that year.

Whereupon the Board adjourned.

S. A. Clarke
Secretary.

——oOo——

In pursuance with notice, the stockholders of the Oregon Central Rail Road Company met at their office in Salem on the 6th day of April A. D. 1869, under the direction of the President and W. R. Dunbar, one of the stockholders & proceeded to the election of Directors for the ensuing year, with the following result.

The following named persons received the number of votes set opposite to their respective names.

I. R. Moores	Received	50,258	votes
J. H. Moores	"	50,817	"
F. A. Chenoweth	"	50,842	"
S. B. Parrish	"	50,258	"
A. F. Hedges	"	50,258	"
A. L. Lovejoy	"	50,258	"
J. H. Douthit	"	50,842	"
E. N. Cooke	"	50,258	"
Geo. L. Woods	"	50,842	"
S. Ellsworth	"	50,258	"
A. Bush	"	50,258	"
G. B. Smith	"	50,842	"
J. H. D. Henderson	"	50,842	"
I. C. Hawthorne	"	50,842	"

G. W. Weidler	"	46,248	"
S. M. Smith	"	50,842	"
S. F. Chadwick	"	50,842	"
J. F. Miller	"	50,842	"
J. M. Foster	"	50,842	"
Jacob Conser	"	50,253	"
T. McF. Patton	"	51,442	"
J. E. Ross	"	50,817	"
Geo. A. Edes	"	50,817	"

and said persons having received a majority of votes, of the stock were declared duly elected. I hereby certify that I acted as Inspector of said election & that said persons were duly elected Directors thereat.

I. R. Moores
President.

State of Oregon)
) ss
County of Marion)

We, Saml M. Smith and Geo W. Weidler being severally sworn depose and say that we will each faithfully and honestly discharge the duties of Directors of The Oregon Central Rail Road Company to the best of our ability. So help us God.

Saml M. Smith
Geo. W. Weidler
J. H. D. Henderson

Subscribed and sworn to before me this the 11th day of May A. D. 1869.

(Seal) S. A. Clarke
(5c Int. Rev.) Notary Public for Oregon
(Stamp)

Subscribed and sworn to before me by J. H. D. Henderson this the 9th day of June A. D. 1869.

(Seal) S. A. Clarke
(5c Int. Rev.) Notary Public for Oregon
(Stamp.)

The Directors elected, who were present appeared and qualified by taking this oath as follows.

State of Oregon)
) ss
County of Marion)

We F. A. Chenoweth, S. Ellsworth, I. R. Moores, J. H. Moores, S. B. Parrish, A. F. Hedges, A. L. Lovejoy, J. H. Douthit, E. N. Cooke, G. L. Woods, A. Bush, J. C. Hawthorne, J. H. Foster, Jacob Conser, T. McF. Patton, Geo. A. Edes, being severally sworn do severally depose & say, that we will each faithfully & honestly discharge the duties of Director of the Oregon Central R Road Company. So help me God.

F. A. Chenoweth
S. Ellsworth
I. R. Moores
E. N. Cooke
T. McF. Patton
J. H. Foster
A. L. Lovejoy
A. F. Hedges
Geo. A. Edes
A. Bush
J. H. Douthit

J. C. Hawthorne
S. B. Parrish
Jacob Conser
Geo. L. Woods
J. H. Moores

Subscribed and sworn to before me the 6th day of April A. D. 1869.

(Seal) S. A. Clarke
(5c Int. Rev.) Notary Public for Oregon
(Stamp.)

——oOo——

The annual meeting of the stock holders of The Oregon Central Rail Road Company, was held according to publication duly made in the Oregon City Enterprise weekly newspaper, at 2 o'clock P. M. Apl. 6th 1869, being the legal day for said meeting; the meeting was called to order by I. R. Moores, President.

There were present:

Geo. E. Cole representing 4000 shares as proxy for Ben Holladay & Co.

J. H. Moores	representing	589	shares
I. R. Moores	"	589	"
E. N. Cooke	"	589	"
T. McF. Patton	"	589	"
F. A. Chenoweth	"	589	"
J. H. Douthit	"	589	"
Jacob Conser	"	589	"
S. A. Clarke	"	589	"

S. Ellsworth	"	589	"
A. F. Hedges	"	589	"
S. B. Parrish	"	589	"
A. L. Lovejoy	"	589	"
W. R. Dunbar	"	5	"
Geo. L. Woods	"	589	"
and authorized to cast the Company vote for		39,769	"

representing more than a majority of the stock of the corporation.

The meeting proceeded to ballot for 20 directors provided in the By-Laws with the following result. A. F. Hedges and W. R. Dunbar being duly appointed tellers for the occasion. The vote being duly counted & canvassed resulted as follows:

I. R. Moores	received	50,253	votes
F. A. Chenoweth	"	50,842	"
S. B. Parrish	"	50,253	"
A. F. Hedges	"	50,253	"
A. L. Lovejoy	"	50,253	"
J. H. Douthit	"	50,842	"
E. N. Cooke	"	50,253	"
Geo. L. Woods	"	50,842	"
S. Ellsworth	"	50,253	"
A. Bush	"	50,253	"
G. B. Smith	"	50,842	"
J. H. D. Henderson	"	50,842	"
J. C. Hawthorne	"	50,842	"
G. W. Weidler	"	46,248	"

S. M. Smith	"	50,842	"
S. F. Chadwick	"	50,842	"
J. F. Miller	"	50,842	"
J. H. Foster	"	50,842	"
Jacob Conser	"	50,253	"
T. McF. Patton	"	50,442	"

These gentlemen having received a majority of the votes of the corporation were declared duly elected directors thereof.

It was moved and seconded that the By-Laws of the company be so amended that the number of the Directors be increased to twenty three as follows.

Resolved that there be elected at this meeting three additional Directors for the ensuing year, in the manner provided in Sec. 2 of the By-Laws as amended, making 23 in all. Which motion carried unanimously.

The meeting then proceeded to ballot for three directors, the same tellers officiating, when the result was as follows:

J. H. Moores	received	50,817	votes
J. E. Ross	"	50,817	"
Geo. A. Edes	"	50,817	"

and were declared elected directors of the Company for the ensuing year.

Mr. Ellsworth offered the following amendment to the By-Laws of the corporation, which upon a vote taken were unanimously adopted.

(Amendment to By-Laws)

Sec. 24

The 70,000 shares of the capital stock of this corporation subscribed at first meeting of Incorporators April 22nd 1869 by Geo L. Woods Chairman of said meeting and held by this corporation by virtue thereof, or so much of said stock as shall from time to time remain undisposed of, shall be jointly held and represented for the use and benefit of this corporation at any stockholders meeting, by three trustees who shall be chosen by the Board of Directors and hold their office during the pleasure of said Board.

Sec. 25.

At the time of making up the list of stockholders entitled to vote at any regular meeting of stockholders, the number of shares of said stock remaining unsold shall be ascertained by the Secretary, and he shall make and deliver to such trustees a certificate duly signed by the President & Secretary, and stamped with sufficient U. S. Revenue stamps setting forth therein the number of shares to be so held, voted & represented on, and authorizing said Trustees to so represent the same. And said trust shall be exercised according to the directions of the Board of Directors should they take action therein and give such instructions.

Whereupon the meeting adjourned sine die.

S. A. Clarke

Secretary.

Tuesday Evening

April 6th 1869

The Directors elected at the meeting of stockholders of The Oregon Central Rail Road Company, this day held, having qualified according to law as recorded on page 125 of this Journal, met afterwards at the office of the Company for the election of officers of the company for the ensuing year.

There were present Messrs. J. H. Moores, E. N. Cooke, F. A. Chenoweth, J. H. Douthit, J. Conser, J. H. Foster, T. McF. Patton, Asahel Bush, Geo. L. Woods, S. B. Parrish, A. L. Lovejoy, J. C. Hawthorne, Geo. A. Edes, A. F. Hedges and I. R. Moores.

The meeting was called to order by the President of the Company, I. R. Moores, and immediately proceeded to ballot for officers according to law. Messrs. Chenoweth and Parrish being appointed Tellers for the occasion.

A vote being taken for President, Mr. I. R. Moores received thirteen (13) ballots, and Mr. Woods one (1) ballot.

Whereupon the Secretary announced that Mr. Moores was elected President of the company for the ensuing year.

A vote being taken for Vice President, Mr. Green B. Smith received thirteen (13) votes and Mr. Douthit one vote and the President announced that Mr. Smith was elected Vice President.

A ballot being taken for Treasurer

Mr. E. N. Cooke received eight votes

" Asahel Bush received four votes

" Geo. L. Woods received one vote

" J. H. Moores received one vote

whereupon the President announced that Mr. Cooke having received a majority of all the votes cast was duly elected Treasurer of the Company.

The election of a Secretary being next in order, Mr. Clarke, the present Secretary, announced that he would not be a candidate for reelection.

The vote being taken

George E. Cole received eleven (11) votes.

Mr. Clarke received one (1) vote.

" Edes received two votes and

" J. H. Moores received one vote.

Whereupon the President announced that Mr. Cole, having received a majority of all the votes cast was elected Secretary.

The President announced the appointment of the following Committees.

Executive Committee

Messrs. Bush Weidler Hawthorne and S. M. Smith.

Finance Committee

Messrs Patton, Edes & Chenoweth.

Committee of Ways & Means

Messrs. Ellsworth Douthit & Hedges

On motion of Mr. Edes, Mr. Mitchell was unanimously reappointed attorney for the corporation.

Mr. Clarke moved that the matter of salaries be referred to a special committee of five.
which motion passed.

The President announced Messrs Edes Chenoweth Bush Douthit & Conser as such committee.

The committee, on motion, were instructed to retire for consultation and report immediately.

Their report, when rendered, was as follows:

"We, your committee heretofore appointed to estimate and determine as to salaries to be allowed to the officers of The O. C. R. R. Co.—beg leave to report, that the salary of the

President	shall	be	$2,500
Attorney	"	"	2,000
Treasurer	"	"	500
Secretary	"	"	1,000

The compensation of the executive committee and Directors, when on actual duty, shall be Six Dollars per day,—officers provided for by salary shall receive no compensation as per diem, for duty as executive committee or Directors.

Geo A. Edes Chairman

After a large number of motions and counter mo-

tions, to amend portions & to strike out portions of the report, the report being amended, and then as amended being voted down. Several motions to reconsider being fluently passed, the whole being accompanied by a spicy and animated debate, distinguished by good humor and an intense leaning toward economy, the report of the Committee was finally adopted without alteration or amendment.

On motion of Mr. Douthit, it was ordered that the semi-annual meeting of the Board shall be held on the second Tuesday of October 1869.

Whereupon the Board adjourned.

S. A. Clarke
Secretary.

——oOo——

A special meeting of the Oregon Central Railroad Company was held in Salem Tuesday, June 8th, 1869 a personal notice having been given to the several directors, there were present, Mr. President, Messrs. J. H. Moores, E. N. Cooke, J. H. D. Henderson, Jacob Conser, S. Ellsworth, T. McF. Patton & J. H. Foster.

On motion the minutes of the executive committee held May 11th 1869 were read as follows, to-wit:—

The Executive committee of the O. C. R. R. Co. met at Salem May 11th at 10 o'clock A. M. Present J. R. Moores, President, A. Bush, S. M. Smith and Geo. W. Weidler at which the following procedings were had:

The Bond of Geo. E. Cole for the faithful performance as secretary of the O. C. R. R. Co. was read and approved.

The bill of William Anderson for rent for office and other rooms for 8 months at $14 per month....$112. was allowed and an order made instructing the Secretary to draw warrant on the Treasurer therefor. Also bill of B. Strang & Co. for stove, &c, amounting to $23.75 was allowed and order made instructing the Secretary to draw warrant on the Treasurer therefor.

Ordered that the committee do now adjourn.

Geo. E. Cole Secretary."

On motion the acts of executive committee were approved. Mr. Ellsworth offered the following resolution:

Whereas the Congress of the United States on the 25th day of July 1866 passed an act entitled "An act to aid in the construction of a Railroad and Telegraph line from the Central Pacific Railroad in California to Portland in Oregon, and

Whereas such act provided that such company thereafter organized under the laws of Oregon and designated by the Legislature of such State should be entitled to receive and manage the said grant in Oregon, said act further requiring that the company so organized and designated should within one year from the date of its passage (towit July 25th 1866) file its assent in the Department of the Interior, and Whereas no Com-

pany was designated by such legislation within the year within which such assent was required to be filed, and

Whereas, The Legislature of the State of Oregon did at its regular session in October A D 1868 pass the following joint resolution designating this company (to-wit "The Oregon Central Railroad Company) of Salem Oregon a Company duly incorporated and organized under the laws of the State of Oregon) as the company to take and manage such grant and receive all the benefits of the same in the State of Oregon,

"Senate Joint Resolution No. 16.

Whereas The Congress of the United States by an act approved July 25th 1866 entitled "An act to aid in the construction of a Railroad and telegraph from the Central Pacific Railroad to Portland in Oregon" did grant certain lands in the State of Oregon and confer certain privileges upon such company organized under the laws of Oregon as the Legislature of such State should thereafter designate.

And Whereas, The Legislative Assembly of Oregon at its Fourth Regular Session did adopt a joint resolution known as "House Joint Resolution No. 13" designating in terms "The Oregon Central Railroad Company" as the company entitled to receive the land granted by, and all the benefits and privileges of the said Act of Congress—

And Whereas: At the time of the adoption of the said joint resolution as aforesaid no such company as The Oregon Central Railroad Company was organized

or in existence, and the said joint resolution was adopted under a misapprehension of facts as to the organization and existence of such a company—

And Whereas: The designation of the Company to receive the lands in the State of Oregon granted and the benefits and privileges conferred by the said Act of Congress yet remains to be made; Therefore

Be it Resolved by the Senate the House concurring, That the Oregon Central Rail Road Company, a corporation organized at Salem on the twenty second day of April in the year One Thousand eight hundred and sixty-seven under and pursuant to the laws of the State of Oregon, be, and the same is hereby designated as the Company entitled to receive the lands in Oregon and the benefits and privileges conferred by said Act of Congress."

And Whereas the Congress of the United States did in April A. D. 1869 pass an act amendatory of the said Act of July 25, 1866 extending the time in which the company designated might file its said assent, which act was approved by the President of the United States April 10, 1869 and is entitled "An Act to amend an act entitled An Act granting lands to aid in the construction of a Railroad and Telegraph line from the Central Pacific Railroad in California to Portland in Oregon approved July 25, 1866"

Therefore Resolved

That this Company, The Oregon Central Railroad Company of Salem, Oregon, incorpor-

ated Salem Oregon April 22, 1867, do hereby accept all the provisions, rights, privileges and franchises of said Act of July 25 A. D. 1866 entitled "An Act granting lands to aid in the construction of a Railroad and Telegraph line from the Central Pacific Rail Road in California to Portland in Oregon" and of all acts amendatory thereof and upon the conditions therein specified, and do hereby give our assent, and the assent of such Company thereto, and the Secretary of this Company is hereby instructed to prepare a true copy of this resolution certified to under the seal of the corporation signed by himself as Secretary and by the President of this Company, and such certified copy transmit to and file the same with and in the office of the Secretary of the Interior at Washington City D. C.

Which resolution was unanimously adopted.

On motion of Mr. Ellsworth it was Resolved That the President be authorized to negotiate a loan not exceeding $4000 to pay off the outstanding notes against the Company.

Whereupon the meeting adjourned until 7 o'clock P. M. Approved. Geo. E. Cole

. Secretary.

I. R. Moores Prest.

Tuesday June 8th 1869, 7 o'clock P. M.

The meeting was called to order by the President. Present J. R. Moores Pres., J. H. Moores, A. Bush J. H. Foster, E. N. Cooke, F. A. Chenoweth & T. McF.

Patton, at which the following proceedings were had towit.

Resolved that the line of route as surveyed and platted and upon which work has been done by the contractors for this company is hereby approved as far as the same has been done from East Portland to the Santiam river, and that the President and Engineer are instructed to have the Corporate seal of the Company attached to all necessary maps designating the line of route.

The following report of committee was read—
"To the Board of Directors of the O. C. R. R. Company.

We, the members of the Board of Directors of your Company elected April 23rd 1867 appointed a committee on the account of S. A. Clarke Secretary for that year, would report that Mr. Clarke rendered efficient service devoting much of his time exclusively to the business of the corporation, its correspondence and the issuance of its bonds, that the sum of $1800 salary heretofore awarded him per annum is justly due him for that year and we recommend that it be paid.

Salem June 8 1869

E. N. Cooke)
S. Ellsworth)
T. McF. Patton) Committee
J. H. Moores)
F. A. Chenoweth)

which upon motion said report of Committee was adopted and the Secy instructed to draw order therefor.

Mr. Mitchell the attorney of the company in person appearing and stating to the Board of Directors that he could not serve in the capacity of the Company's Attorney for the salary (towit $2000) fixed as said attorneys salary at the last annual meeting (towit April 6th 1869) and would therefore decline acting as the company's attorney unless additional compensation was provided by the Company, and suggesting that he would be satisfied with the salary of $3000, and attend to all the legal business of the Company (right of way business excepted) and that for the additional compensation of $1000 would also attend to right of way suits it was therefore upon motion of Mr. Chenoweth resolved that Mr. J. H. Mitchell be allowed the sum of $3000 as salary for the year commencing April 6th 1869, and it was further ordered that said J. H. Mitchell be allowed as before agreed the sum of $5000 for his salary for the quarter ending April 1st 1869 and the Secy be instructed to draw order for such amount as will make the said amount to wit $1250. his account having been settled up till Jan. 1st 1869.

Whereupon the meeting adjourned sine die.

Approved Geo E Cole
J. R. Moores Secy
Prest

——oOo——

State of Oregon)
) ss
County of Marion)

We, John S. Ross, S. F. Chadwick and John F.

Miller, being severally sworn depose and say that we will each faithfully and honestly discharge the duties of Directors of the Oregon Central Railroad Company to the best of our ability. So help us God.

S. F. Chadwick
John F. Miller
J. E. Ross

Subscribed and sworn to before me this the 7th day of Sep 1869.

(Seal) Seth R. Hammer
(5c Int. Rev.) Notary Public
(Stamp)

Tuesday Sep 7 1869 1 P. M.

A special meeting of the Directors of the Oregon Central Railroad Company was begun and held at Salem, September 7th 1869, at which the following proceedings were had. Board called to order—the following members were *present*

Hon I. R. Moores President and Directors
" Geo L. Woods
E. N. Cooke
J. H. Moores
John F. Miller
Jacob Conser
J. H. Douthit
A. L. Lovejoy
S. B. Parrish
A. F. Hedges

F. A. Chenoweth
J. H. D. Henderson
S. Ellsworth
S. F. Chadwick
John E. Ross
J. H. Foster
Geo. A. Edes
J. C. Hawthorne
Sam'l M. Smith
and Geo W. Weidler

A communication from Ben Holladay & Co. was read as follows to wit:

Mr. President and Directors of the Oregon Central Railroad Company Gentlemen:

Owing to the fact of the continued opposition made by parties interested in opposing The Oregon Central Railroad Company, and the consequent failure up to this time to negotiate any of the Bonds of the Company (which failure is also attributable greatly to the fact the stock of the company is under the control and management of a company composed of gentlemen in Oregon who are not generally known in the financial circle of the East) the contractors have concluded that it would be suicidal in the extreme upon their part to continue any further expenditure of money under their contract with the Company unless some arrangements satisfactory to *all* parties concerned could be effected whereby *all* the stock and bonds of the Company could be placed under the ownership and control of the under-

signed. And believing as we do that it would be better to lose the amounts already expended rather than incur further risk, by making *additional* expenditures, we have reluctantly come to the conclusion to abandon all work under the contract unless such arrangement can be effected. In case all the stock and bonds that have been issued by the Company, or in anywise owened by the Company can be transferred to the undersigned we are willing to pledge ourselves for the present rapid construction of the first twenty miles of the Road within the time fixed by Act of Congress for the completion of the same. We are willing also to assume all reasonable and just debts or liabilities of the company due, or owing at this date. The sum total of such debts, and the amount of each, and to whom owing to be ascertained and fixed by a committee of three of the Directors and the undersigned: provided such committee and the undersigned can agree upon the amounts thereof. And in addition to this we are willing to make execute and deliver to the present Directors and principal stockholders of the Company a penal bond in any reasonable amount that your body may designate, conditioned that we will forever save, indemnify and keep harmless each and all of such Directors and Stockholders from any and all claim, liability, or demand which we, or any other creditor of the Company may now have or at any time heretofore have had against the company, or against such company or against such Directors or Stockholders by reason of their having at any time been such Directors or Stockholders.

In the event that this proposition is accepted we shall proceed with vigor to the completion of the first twenty miles of the road the present Fall and next Summer direct on to Salem, and thereafter vigorously continue its construction to the Southern part of the State; otherwise although reluctant to do so, we are compelled to abandon the enterprise at once. It may not be improper here to state that this communication is not submitted in any spirit of arbitrary dictation, as we have from our first connection with the enterprise regarded each member of your board with respect and confidence, which feeling we hope may continue whatever may be the result of these negotiations, but on the contrary we submit this proposition as the final result of our calm deliberate judgment believing as we do that its acceptance will place the undersigned in a position that will enable them to negotiate their bonds and thus secure the speedy construction of the road, and without this the enterprise must be a failure.

(Signed) Ben Holladay & Co.

On motion of A. L. Lovejoy the communication just read was referred to a committee of three to be elected by the board to confer with Ben Holladay & Co. in relation to the proposition made by them to audit the accounts of the Company and ascertain if they can agree upon the same & report to the Board.

On motion of F. A. Chenoweth the committee were elected by ballot which resulted in the election of J. H. Moores, S. F. Chadwick and John F. Miller.

On motion of J. H. Douthit the committee were instructed to proceed at once to consult with the contractors and report as soon as practicable.

On motion the meeting do now adjourn till 4 o'clock.
Approved GEO E COLE
I. R. MOORES Prest.

———oOo———

4 P. M. Tuesday Sept. 7 1869.

Board met pursuant to adjournment. Present same Directors as at the previous meeting.

S. F. Chadwick Chairman of committee on conference with the contractors as follows towit:
To the O. C. R. R. Co. of Salem Oregon.

Your committee appointed to examine the accounts and indebtedness of the company to date report that Mr Holladay has agreed that the following accounts be paid towit:

Salary of President annually be allowed to

I. R. Moores Prest.....$1750.

Salary to Sam A Clarke Sec'y

First year ..... 1200.
Second "..... 800.

Salary of Treasurer E. N. Cooke 200 per annum

From the following accounts be deducted 33 1-3 per cent.

T. McF. Patton.....$216.
J. H. Moores..... 200.

A. L. Lovejoy..... 904.
J. H. Douthit.....1207.
F. A. Chenoweth.....$800.
J. Conser 591.75
S. B. Parrish..... 552.00
J. H. D. Henderson..... 360.00
S. Ellsworth 400.00
Geo. L. Woods..... 96.00

Accounts for stationery, rents and wood &c be paid in full.

To J. H. Mitchell in lieu of $4750, $3000. all payable in one year gold coin without interest.
One note due August 6 1870 for four thousand dollars.

The following amounts to be paid to Directors are for services to date and payable twelve months after date without interest gold coin upon the surrender of the stock accounts and subscriptions lists now in their hands.

Respectfully submitted
JOHN F. MILLER
J. H. MOORES
S. F. CHADWICK

September 7 1869

I agree to the above.

BEN HOLLADAY & CO.

On motion of Mr. Ellsworth was adopted as a basis of settlement with Ben Holladay & Co.

On motion the Company's attorney was instructed

to draw up contracts and Bond to carry out the settlement herein reported and submit the same to the Board.

Adjourned till 8 o'clock P. M.

——oOo——

Tuesday 8 P. M. Sept. 7, 1869.

Board met pursuant to adjournment. Letter from Secretary of the Interior notifying the Company that assent of the Company of Land Grant had been filed in his office was read and ordered placed on file.

Resignation of Geo. A. Eades was read and accepted by the Board.

Report of Committee on conference with contractors was again read and discussed and the words "and subscriptions lists stricken out and adopted.

The following Resolution was offered by Mr. Lovejoy and on motion adopted.

Resolved That the Secretary of this Board be and he is hereby instructed to issue forthwith to Ben Holladay the (39,930) Thirty Nine Thousand Nine Hundred and Thirty shares of the original capital stock in the corporation the same being the number of shares not heretofore issued of the 70,000 shares originally subscribed for by Geo. L. Woods on the .... day of April A. D. 1867 for the use and benefit of the company, the said Ben Holladay having this day become the purchaser of said shares from this Company by the assumption on his part of the present indebtedness of the Company at rates agreed upon.

The following contract was read and executed.

Agreement made this 7th day of Sept A. D. 1869 between Ben Holladay & Co and I. R. Moores, S. A. Clarke, E. N. Cooke, T. McF. Patton, J. H. Moores, A. L. Lovejoy, A. F. Hedges, J. H. Douthit F. A. Chenoweth, Jacob Conser, S. B. Parrish, J. H. D. Henderson, S. Ellsworth, Geo. L. Woods, John F. Miller, J. H. Mitchell as follows to wit: The said persons of the second part herein do hereby agree to surrender up and transfer to Ben Holladay each and all the shares of stock they have in the Oregon Central Railroad Co. (save and *ac*cept one share to such of said persons which they are to reserve) and in consideration thereof the said persons do hereby agree to accept the following sums each to wit. J. R. Moores the sum of $2483.00/100, S. A. Clarke $1350.00/100, E. N. Cooke $483.00/100, T. McF. Patton 144.00/100, J. H. Moores $133.33/100, A. L. Lovejoy $602.67/100, A. F. Hedges $533.33/100, J. H. Douthitt $804.67/100, F. A. Chenoweth $533.33/100, Jacob Conser $394.50/100, S. B. Parrish $308. J. H. D. Henderson $240. S. Ellsworth $266.67/100, Geo L. Woods $64. J. H. Mitchell $3000.
in gold coin in full satisfaction of all claims and demands which each of said persons have up to this date against The Oregon Central Rail Road Company. The Same to be paid in one year from this date —each of which amounts the said Ben Holladay & Co. do hereby agree to pay to said persons respectively in one year from this date in coin without interest and

each of said persons of the second part upon the execution of this agreement by him hereby agrees to transfer and deliver to said Ben Holladay & Co. the whole amount of claims whether warrants or otherwise now held by him against the Oregon Central Railroad Company. The said Ben Holladay & Co. further hereby agree to pay a certain promissory note heretofore executed by the Oregon Central R. R. Company in favor of Ladd & Bush for the sum of Four Thousand Dollars in coin, which note is due August 6th 1870—said note is endorsed by certain of the parties above named, and shall be paid when due by said Ben Holladay & Co.

Witness the hands of the parties this 7th Sept. 1869.

(5c Rev)
(Stamp)
(Cancelled)

Witness

Geo E Cole

Ben Holladay & Co.
J. R. Moores
E. N. Cooke
J. H. D. Henderson
J. H. Douthitt
A. L. Lovejoy
A. F. Hedges
John F. Miller
S. B. Parrish
Jacob Conser
J. H. Mitchell
F. A. Chenoweth
J. H. Moores

S. Ellsworth
Geo. L. Woods
S. A. Clarke

On motion the meeting adjourned till tomorrow morning at 10 o'clock.

Approved GEO. E. COLE
I. R. MOORES Prest. Secy

——oOo——

Wednesday Sept 8th 10 A. M. 1869

The Board met pursuant to adjournment. Present same as yesterday.

Mr Douthitt moved the following Resolution which was adopted.

Resolved that each director holding subscription Books for the present as agent for the Company are to make an arrangement so far as practicable with all persons heretofore subscribing for stock to release all claim for stock to the company and to change such subscriptions into Donations and each Director is hereby prohibited from taking any further subscription from any one to *to* the stock of this Company.

On motion of Mr. Ellsworth the President of this Company was and is hereby authorized to complete any arrangements necessary to perfect and carry out the foregoing agreements.

The following was handed the Secretary for record on the Journal by S. G. Elliott.

"I hereby appoint and constitute S. G. Elliott my attorney in fact in my name place and stead to make all necessary arrangements with certain parties in Oregon, for the construction of a Railroad from Portland South through the Willamette Valley—a distance of one hundred and fifty miles, and all necessary arrangements for the early commencement of the work with full power to said S. G. Elliott as my attorney to do everything I could in the premises if personally present.

Witness my hand and seal this 20th day of March 1867.

ALBERT J. COOK

Wit

J. H. PARKER

(50c)
(R Stamp)
(Cancelled)

On motion of Mr. Conser the meeting adjourned sine die.

Approved GEO E COLE

I. R. MOORES Prest. Secretary

——oOo——

At a regular meeting of the Directors of the Oregon Central Railroad Company begun and held at Salem on Tuesday the .... day of October A. D. 1869. Present I. R. Moores President. There being no quorum present adjourned sine die.

Approved GEO E. COLE

I. R. MOORES President. Secretary

A special meeting of the Oregon Central Railroad Company was on Tuesday March 8th 1870 there were present

President I. R. Moores
Geo. L. Woods
A. F. Hedges
J. C. Hawthorne
Sam'l M. Smith
A. L. Lovejoy
and Geo. W. Weidler

at which the following resolution was unanimously adopted.

Resolved that the line of route as surveyed and platted by Chief Engineer Brooks and his assistants from the Santiam River in Section 11, Township 10 South, Range 3 West to the South line of Township 27 South, Range 6 west is hereby adopted and approved, and that the President and Chief Engineer of this company be instructed to have the corporate seal of the company attached to all necessary maps designating the line of route.

On motion the meeting adjourned sine die.

March 8th 1870 GEO E COLE.

Approved Secretary

I. R. MOORES
President

——oOo——

A special call meeting held at Salem on the 14th day

of March A D 1870 the following members were present. Hon. I. R. Moores, Pres. A. L. Lovejoy, Geo. W. Weidler, Sam'l M. Smith, S. Ellsworth, J. H. Foster, F. A. Chenoweth.

Monday March 14th 1870
7 o'clock P. M.

In pursuance of personal notice given in writing personally to each of the Directors of this corporation more than ten days prior to this date, and also in pursuance of the publication for ten successive days, in the Daily Oregonian, and Daily Herald, published at Portland, in Multnomah County, State of Oregon of the following notice to-wit:

"Directors Meeting

The Directors of the Oregon Central Railroad Company of Salem, Oregon, are hereby notified that there will be a meeting of the Board at the office of the Company in Salem, Oregon, on Monday the 14th day of March A D 1870 at 7 o'clock P. M. A full attendance is requested as business of importance will come before the Board.

by order of
GEO E COLE
Secretary"

I. R. MOORES
President

The Board of Directors met at the office of the Company in Salem, Oregon, this Monday March 14th 1870 at seven (7) o'clock P. M. present I. R. Moores President, E. N. Cooke, J. H. Moores, John F. Miller, Geo.

L. Woods, Jacob Conser, F. A. Chenoweth, S. Ellsworth, Geo. W. Weidler, S. M. Smith, A. L. Lovejoy, A. Bush and J. H. Foster. Also present Geo. E. Cole Secretary, and J. H. Mitchell attorney of the company.

The Board was called to order by the President I. R. Moores and the following resolutions were offered by S. Ellsworth and on his motion the same were unanimously adopted, all the Directors as aforesaid voting in the affirmative, in favor of their adoption, towit:

Resolved, That a meeting of the stockholders of the "Oregon Central Railroad Company" of Salem, Oregon, be and the same is hereby called to be held at the office of the Company in Salem Oregon, on Monday, the 28th day of March A. D. 1870 for the purpose of considering the propriety of, and authorizing the dissolution of such corporation, the settling of its business, disposing of its property, and the division of its capital stock.

Resolved That the Secretary of this Company be, and he is hereby authorized and directed to give notice of such meeting and of the purpose thereof by publication of the same forten days in the following newspapers to wit: The Daily Oregonian and the Daily Herald, published at Portland Oregon and the Daily Statesman published at Salem Oregon.

On motion the Board adjourned to meet at the office of the company in Salem, Oregon on Monday, March 28th, A. D. 1870 at 6 o'clock P. M.

Approved
I. H. Moores
President.

GEO. E. COLE,
Secretary.

Office of the Oregon Central Railroad Company at Salem Oregon March 28th A. D. 1870 6 o'clock P. M.

Pursuant to adjournment of the Board of Directors ordered March 14th 1870 and of the call of the President on notice given the Board of Directors of the Company met at their office in Salem this March 28th 1870 at 6 o'clock P. M. present I. R. Moores President John F. Miller, A. Bush, J. H. Moores, Geo. L. Woods, J. C. Hawthorne, Geo. W. Weidler, A. L. Lovejoy, E. N. Cooke, J. H. Douthitt, Jacob Conser and James H. Foster. I. R. Moores president in the Chair, Geo. E. Cole Secretary, and J. H. Mitchell. Whereupon the following communication from the contractors Ben Holladay and Company was presented and read. That is to say:

Communication.

"Office of Ben Holladay & Co
Portland Oregon
March 28th 1870.

To the President and Directors of
The "Oregon Central Rail Road Company".

Gentlemen.

Under the following existing contracts, towit, a contract or memorandum of Agreement made the 23d day of April A. D. 1867, by and between the *"Oregon Central Rail Road Company* of the first part and A. J. Cook of the second part; also a contract or Agreement supplemental thereto, and amendatory thereof, made

and entered into between the said *"Oregon Central Rail Road Company"*, of the one part, and the said A. J. Cook or A. J. Cook and Company of the other part, the 27th day of November 1867, also a certain other contract or Articles supplementary thereto or amendatory thereof, made the 10th day of June A. D. 1868, between the *"Oregon Central Rail Road Company"*, of the one part and A. J. Cook & Co. of the other part; and also a certain other Contract or Memorandum of Agreement made the 12th day of May 1868, by and between the *"Oregon Central Rail Road Company"*, of the first part, and the firm of A. J. Cook and Company of the second part. All of which contracts and agreements original and supplemental, were on the 12th day of September A. D. 1868, by the consent and with the agreement of your Company, assigned, transferred and set over to the undersigned. The undersigned Ben Holladay and Company have constructed and equipped Twenty miles of Rail Road and Telegraph line. Commencing at East Portland and running thence Southerly and have in such work, and in further work done under such contracts and agreements, expended moneys and incurred liabilities to a large amount, that is to say, to an amount not less than Eight Hundred Thousand ($800,000.) Dollars in U. S. Gold Coin, nor more than One Million ($1,000,000.00) Dollars, the exact amount of which cannot now be stated.

That owing to the fact that ever since the undersigned purchased into such contracts, one or more actions or suits have been pending in the Courts of Oregon,

wherein the right to the use of your Corporate name has been questioned by another company, the securities and stocks of your Company received under such contracts have been rendered almost valueless, and your contractors have for such reason been prevented from negotiating the same, and from proceeding with the construction of the Rail Road commenced and partly completed. Under these circumstances we respectfully submit the following propositions for your consideration and acceptance.

First: All bonds of the *"Oregon Central Rail Road Company"*, delivered under or in pursuance of any of the contracts aforesaid, shall be surrendered up to the Company.

Second: All stocks of the *"Oregon Central Rail Road* Company", standing on its books in the name of Ben Holladay and Company, shall within one month from this date be surrendered and delivered up to your Company to be cancelled.

Third. The *Oregon Central Rail Road and Telegraph line* so far as completed, together with *an* uncompleted portions of the same, including all Rolling Stock and other property belonging thereto or connected therewith shall be surrendered up and delivered to the possession of the *"Oregon Central Rail Road Company"*. And all mills, Machine Shops, Machinery, Tools, Implements, Horses, Mules, Carts, Oxen, live stock and all property of every name and description now owned by or standing in the name of Ben Holladay and Company,

in Oregon, or in their possession, and intended for use in and about the construction of such Rail Road shall be transferred, conveyed and delivered to your company.

Fourth: The *"Oregon Central Railroad Company"*, by a resolution of the Board of Directors assume and agree to pay, or cause to be paid to Ben Holladay and Company, within two years from this date the full amount in Gold Coin of the United States of the moneys expended the liabilities incurred as aforesaid by said Ben Holladay & Co. including all expenses incurred and moneys paid by said company in defending the Corporate rights of such Corporation, and in securing and establishing its franchises, the exact amount of all which is not less than Eight Hundred Thousand ($800,000.00) Dollars, nor more than One Million ($1,000,000.00) Dollars, and shall be settled and agreed upon by a committee consisting of one member of your Board of Directors and one member of the firm of Ben Holladay & Co. and if they cannot agree, they two shall select a third as umpire, whose decision shall be final, interest to be paid on such account from date at the rate of one per cent per month.

Fifth: All such contracts and agreements hereinbefore referred to shall be cancelled by both parties.

Your early consideration of these propositions is respectfully requested at an early day, and should they meet with your approval a Resolution of your Board of Directors accepting them and agreeing to the terms proposed shall be recognized by us as an execution by both parties, of a contract between the *"Oregon Central Rail*

Road Company", and ourselves on the terms and conditions herein proposed and in such event the following endorsement shall be placed across the face of the original contracts and whereby the same shall be cancelled, and signed by both parties to wit:—

In Consideration of One Dollar paid by each of the parties hereto by the one to the other, and the receipt whereof is by each of the parties hereto hereby acknowledged, and in consideration of other valuable considerations moving from each to the other, It is hereby agreed between the *"Oregon Central Rail Road Company"*, and Ben Holladay & Co. parties to the within contract, that the within contract be and the same is hereby cancelled, set aside and held for nought.

Witness the hands of Ben Holladay & Co. and the *"Oregon Central Rail Road Company"*, by the signatures of I. R. Moores, President, and Geo. E. Cole, Secretary thereof, and the seal of said corporation attached, this March — A. D. 1870." And an agreement in writing, duly executed and stamped by the parties embodying the foregoing, shall also be entered into.

Very respectfully

BEN HOLLADAY & CO.

Whereupon J. H. Moores presented the following preamble and resolutions, which upon motion of A. L. Lovejoy, were unanimously adopted.

Whereas the following communication has been received by this company, from Ben Holladay and Com-

pany, Contractors: that is to say:

Office of Ben Holladay & Co.

Portland, Oregon

March 28th 1870.

"To the "President and Directors of the *"Oregon Central Rail Road Company"*.

Gentlemen: Under the following existing contracts, to-wit: A contract, or memorandum of agreement made the 23rd day of April A. D. 1867, by and between the *"Oregon Central Rail Road Company"* of the first part, and A. J. Cook of the second part; also a contract or agreement supplemental thereunto, and amendatory thereof, made and entered into between the said *"Oregon Central Rail Road Company"* of the one part, and the said A. J. Cook or A. J. Cook and Company of the other part, the 27th day of November A. D. 1867, also a certain other contract or Articles supplementary thereto, or amendatory thereof made the 10th day of June A. D. 1868, between the *"Oregon Central Railroad Company"* of the one part and A. J. Cook & Co. of the other part, and also a certain other contract, or memorandum of writing, made the 12th day of May A. D. 1868, by and between the *"Oregon Central Rail Road Company"* of the first part, and the firm of A. J. Cook and Company of the second part, all of which contracts and agreements original and supplementary, were, on the — day of September A. D. 1868, by the consent and with the agreement of your company, assigned, transferred and set over to the undersigned. The

undersigned Ben Holladay & Company have constructed and equipped twenty miles of rail road and telegraph line, commencing at East Portland, and running thence southerly; and have in such work and in further work done under such contracts and agreements, expended money and incurred liabilities to a large amount; That is to say, to an amount not less than Eight Hundred Thousand ($800,000.00) Dollars in United States Gold Coin; nor more than One Million ($1,000,000,00) Dollars, the exact amount of which cannot be stated. That owing to the fact, that ever since the undersigned purchased into such contracts, one or more actions or suits have been pending in the Courts of Oregon, wherein the right to the use of your Corporate name has been questioned by another company, the securities and stocks of your company received under such contracts, have been rendered almost valueless; and your contractors have, for such reason, been prevented from negotiating the same; and from proceeding with the construction of the Rail Road commenced and partly completed, Under these circumstances we respectfully submit the following proposition for your consideration and acceptance—

First: All bonds of the *"Oregon Central Rail Road Company"* delivered under or in pursuance of any of the Contracts aforesaid, shall be surrendered up to the company.

Second: All stocks of the *"Oregon Central Rail Road Company"*, standing on the books, in the name of Ben Holladay and Company, shall within one month from this date be surrendered and delivered up to your

company.

Third: The Oregon Central Rail Road and Telegraph line, so far as completed, together with the incompleted portions of the same, including all rolling stock and other property, belonging thereto, or connected therewith, shall be surrendered up and delivered to the possession of the *"Oregon Central Rail Road Company"* and all mills, machine shops, machinery, tools, implements, horses, mules, carts, oxen, live stock, and all property of every name and description now owned by, or standing in the name of Ben Holladay and Company, in Oregon, or in their possession and intended for use in and about the construction of such Rail Road, shall be transferred, conveyed, and delivered to your Company.

Fourth: The *"Oregon Central Rail Road Company"*, shall, by a resolution of the Board of Directors assume and agree to pay or cause to be paid to "Ben Holladay and Company", within two years from this date the full amount in Gold Coin of the United States of the moneys expended, the liabilities incurred as aforesaid by said Ben Holladay & Co., including all expenses incurred and money paid out by said company in defending the Corporate right of such Corporation, and in securing and establishing its franchise, the exact amount of all which is not less than Eight Hundred Thousand ($800,000.00) Dollars, nor more than One Million ($1,000,000.) Dollars, and shall be settled and agreed upon by a committee consisting of one member of your Board of Directors and one member of the firm of Ben Holladay and Company and if they cannot agree, they

two shall select a third as umpire, whose decision shall be final, interest to be paid on such amount from date, at the rate of One per cent per month.

Fifth: All the contracts and agreements hereinbefore referred to shall be cancelled by both parties.

Your early consideration of these propositions is respectfully requested at an early day: And should they meet with your approval, a resolution of your Board of Directors, accepting them and agreeing to the terms proposed, shall be recognized by us, as an execution by both parties, of a contract between the *"Oregon Central Rail Road Company"*, and ourselves, on the terms and conditions herein proposed; and in such event the following endorsement shall be placed across the face of the original contracts and whereof (by) the same shall be cancelled by both parties, towit:

In Consideration of One Dollar paid by each of the parties hereto, by the one to the other and the receipt whereof is by each of the parties hereto, hereby acknowledged and in consideration of other valuable considerations moving from each to the other: It is hereby agreed between the *"Oregon Central Rail Road Company"* and Ben Holladay and Company, parties to the within contract, that the within contract be, and the same is hereby cancelled, set aside and held for naught.

Witness the hands of Ben Holladay & Co. and the *"Oregon Central Rail Road Company"*, by the signatures of I. R. Moores, President, and Geo. E. Cole Secretary thereof; and the seal of said corporation attached,

this March A. D. 1870." And an Agreement in writing, duly executed and stamped by the parties, embodying the foregoing, shall also be entered into.

Very respectfully

(Signed) BEN HOLLADAY & CO.

And *Whereas:* the statements contained in such communication are true:

Therefore Resolved:

That this corporation do hereby accept the propositions contained in such communication of Ben Holladay and Company:

Resolved That the Company do hereby accept and receive from said Ben Holladay and Company the Rail Road and Telegraph line of the *"Oregon Central Rail Road Company"*, so far as completed, together with all uncompleted parts—including also all the property and rolling stock, owned by such Company; including also all stock in this Company, standing on its books, in the name of Ben Holladay & Co., which stock shall be transferred, at the request of this Company—including all the property standing in the name of Ben Holladay and Co. or in their possession as stated in the foregoing communication.

Resolved: That in consideration thereof, this Company agrees to pay Ben Holladay & Co., the whole cost of construction of such road, including all costs and expenses hereinbefore referred to in such communication and the said amount of all which, shall be ascertained set-

tled and agreed upon in the manner prescribed in such communication, and the same shall be paid in United States Gold Coin, within two years from this date, together with interest from this date, at one per cent per month in like coin.

Resolved:

That all said contracts referred to in the communication aforesaid, be and the same are hereby rescinded: And the President and Secretary of this Company are hereby directed to cancel each thereof, in the manner prescribed in such communication aforesaid.

Resolved:

That the President and Secretary of this Company, be, and they are hereby instructed to enter into a written contract with said Ben Holladay & Co., on behalf of this Company, and in its name, which contract shall embody the provisions and purposes contained in these resolutions."

"The following communication from the *"Oregon and California Rail Road Company"*, was presented by the attorney of this Company, which was read, and on motion of A. L. Lovejoy was ordered spread upon the record, towit:—Communication—

Office of Oregon and California

Rail Road Company

Portland, Oregon, March 28th, 1870.

To the President, Stockholders and Board of Directors of the Oregon Central Rail Road Company of Salem,

Oregon".

Gentlemen,

I respectfully beg leave to submit for your consideration the following proposition from the *"Oregon and California Rail Road Company,"* which I do in the form of the following resolution of the Board of Directors of that corporation, passed March 26th, A. D. 1870, at the office of their Company in Portland, Oregon, to wit:—

Resolved. That the President of this Company, be, and he is hereby authorized and instructed to enter into negotiations with the *"Oregon Central Rail Road Company"*, of Salem, Oregon, incorporated April 22nd, 1867, for the purchase by this company of the rail road of such corporation, now partly completed and in progress of construction, including all the rolling stock and other property connected therewith, and including also all the property real, personal and mixed, now owned by such *"Oregon Central Rail Road Company"*, or to which it may in anywise be entitled and including also all franchises of the said corporation which it now owns, or to which it is or may be entitled by virtue of any act, or resolution of Congress or of the Legislature of the State of Oregon:—or in any way or manner:—And for such purpose the "President of this Company", is further authorized to agree in writing in the name of this corporation, and under its seal, for such purchase by and transfer to this Company of all such property, rights and franchises upon the following terms—towit: That in considera-

tion of such conveyance, transfer and delivery to this Company, it shall agree to and with the *"Oregon Central Rail Road Company"*, its Directors and stockholders, to assume and shall assume and agree to pay all the debts and liabilities of such *"Oregon Central Rail Road Company"*, as the same mature and become due and payable of whatever name and nature and this company shall also indemnify and forever keep harmless, the said *"Oregon Central Rail Road Company"*, from any and all such payments, and from all liability whatever, of every name and nature, for which said *"Oregon Central Rail Road Company"*, may be liable at the date of the acceptance of these propositions.

To the propositions contained in the foregoing resolution an early answer is desired.

Very respectfully

BEN HOLLADAY

President of Oregon and California

Railroad Company.

Whereupon in answer to such communication A. L. Lovejoy offered the following preamble and resolutions, which upon his motion were unanimously adopted.

Whereas The following communication has this day been received by this Company from the *"Oregon and California Rail Road Company"*, a corporation incorporated and organized at Portland, Oregon, March 17th, 1870, for the purpose of constructing a rail road and telegraph line from Portland, Oregon, southerly

through the Willamette, Umpqua and Rogue (River) Valleys to the south boundary of Oregon, in accordance with an Act of Congress approved July 25th A. D. 1866, granting lands for such purpose and amendments thereto: to-wit:

Office of Oregon and California
Rail Road Company
Portland Oregon March 28th 1870

To the President and Board of Directors of the "Oregon Central Rail Road Company", of Salem, Oregon.

Gentlemen

I respectfully beg leave to submit for your consideration the following proposition from the "Oregon and *California Rail Road Company"*, which I do in the form of the following resolution of the Board of Directors of that corporation—passed March 26th A. D. 1870, at the office of their company in Portland, towit:—

Resolved: That the President of this Company, be, and he is hereby authorized and instructed to enter into negotiations with the *"Oregon Central Rail Road Company"*, of Salem, Oregon, incorporated April 22nd, 1867, for the purchase by this company of the rail road of such corporation, now partly completed and in progress of construction, including all the rolling stock and other property connected therewith, and including also all the property real, personal and mixed, now owned by such *"Oregon Central Rail Road Company"*, or to which it may in any wise be entitled, and including also all franchises of the said corporation which it now owns, or to

which it is, or may be entitled by virtue of any Act or Resolution of Congress, or of the Legislature of the State of Oregon:—or in any way or manner, and for such purpose the President of this Company is further authorized to agree in writing in the name of this Corporation and under its seal for such purchase by and transfer to this Company of all such property, rights and franchises upon the following terms, towit: That in Consideration of such conveyance, transfer and delivery to this Company, it shall agree to and with its Directors and Stockholders to assume, and shall assume and agree to pay all the debts and liabilities of such *"Oregon Central Rail Road Company"*, as the same mature and become due and payable of whatever name and nature, and this Company shall also indemnify and forever keep harmless, the said *"Oregon Central Rail Road Company"*, from any and all such payments, and from all liability whatever, of every name and nature, for which said *"Oregon Central Rail Road Company"*, may be liable at the date of the acceptance of these propositions.

To the propositions contained in the foregoing resolution an early answer is desired.

Very respectfully

(sd) BEN HOLLADAY

President of Oregon and California Rail Road Company.

"And Whereas, This Company is today indebted in a large amount towit: In a sum not less than Eight Hundred Thousand ($800,000.00) Dollars, nor more

than Dollars in Gold Coin of the United States, and which former sum is equivalent in value under existing circumstances to that of all the property and franchises owned or possessed by this Company, or to which it is in anywise entitled,

And *Whereas:* there has heretofore existed divers controversies in the Courts and there is one suit still pending of a similar nature, wherein the right of this Company to use its Corporate name, has been and is questioned by another Company, and by reason whereof the securities of this Company have been weakened, and rendered comparatively valueless—and which have prevented this Company and its contractors from negotiating the same—and from proceeding with the construction of its Rail Road, and which have resulted in this Company being driven to a cancellation of its contracts for the construction thereof—

Therefore *Resolved:* That it is the judgment of this Board that it is for the best interests of this Company and all its stockholders to accept the proposition embodied in the foregoing communication:—

Resolved: That this Company do (subject however to the approval by a majority vote of the stock of this Corporation) accept the foregoing proposition of the *"Oregon and California Rail Road Company"*,

Resolved: That the President and Secretary of this Company be and they are hereby authorized and directed to enter into an agreement in writing in the name of this Company with said *"Oregon and California Rail Road*

Company", for sale of all the property and franchises of this Corporation upon the terms embodied in the foregoing propositions, which agreement shall however be subject to the approval or disapproval of a vote of a majority of the stock in this Company, at a stockholders meeting hereafter to be held.

Whereupon, the following conveyance and contracts being executed and submitted to the Board were on motion of G. L. Woods by an unanimous vote ordered to be spread upon the secord.

Conveyance:

Know all men by these presents, that we, the undersigned Ben Holladay and Company of Portland, Oregon, in consideration of the cancellation this date by the *"Oregon Central Rail Road Company"*, at Salem, Oregon, of all certain contracts in writing heretofore existing between said company and the undersigned, in relation to the construction of a rail road and telegraph line from Portland Oregon, through the Willamette, Umpqua and Rogue River Valleys to the California line, and the agreement of such company to pay the undersigned for all moneys laid out, expended, and incurred under such contracts towit: An Amount not less than Eight Hundred Thousand Dollars in U. S. Gold Coin, it being a part of the arrangement that all the property hereinafter specified should be transferred and delivered to said Company, and in Consideration of the full sum of One Dollar to us in hand paid the receipt whereof is hereby acknowledged, have sold, assigned set

over transferred, delivered and conveyed, and by these presents, we Ben Holladay and Company do sell assign set over transfer deliver and convey unto said *"Oregon Central Rail Company"* of Salem Oregon, all saw mills and machinery connected therewith, all machinery, tools, implements, apparatus of every name and description, all live stock, horses, mules, cattle, work oxen, carts, drays, wagons, gearing-tackle and all leases and all property of every name and nature now owned by &c (&) in the possession of Ben Holladay & Co. all such property being in the State of Oregon, principally in Multnomah and Clackamas Counties, the same being the mills, machinery, tools, implements, apparatus, live stock, horses, mules, cattle, carts, drays, wagons, gearing tackle, rail-road ties, iron rail spikes and other rail road materials now and heretofore used by us in the construction of the "Oregon Central Rail Road Company". It being the intention of this conveyance to transfer to said "Oregon Central Rail Road Company" all property real and personal of every name and nature now owned or possessed by the undersigned in the State of Oregon.

To have and To Hold the said property and every part thereof unto the said "Oregon Central Rail Road Company" of Salem, Oregon, its successors and assigns absolutely and forever.

In witness whereof, we have hereto set our hands and seals this 28th day of March A. D. 1870.

BEN HOLLADAY
C. TEMPLE EMMET

(Five Cent)
(U. S. R. Stamp) By Ben Holladay
(Cancelled)

Atty in Fact
BEN HOLLADAY & CO.
By Ben Holladay

Agreement:

Memorandum of agreement entered into this 28th day of March A. D. 1870, between the *"Oregon Central Rail Road Company"*, a corporation, Incoporated at Salem, Oregon, the 22nd day of April A. D. 1867— party of the first part and Ben Holladay and Company of Portland, party of the second part:—

Whereas, the parties of the second part Ben Holladay and Company, did on the 12th day of September A. D. 1868, by and with the consent and agreement of the said *"Oregon Central Rail Road* Company", party of the first part herein, take an assignment of certain contracts in writing then existing between said party of the first part herein and one A. J. Cook, and A. J. Cook & Co. which contracts related to the construction of a Rail Road and telegraph line, from Portland, Oregon, southerly through the Willamette, Umpqua and Rogue River Valleys to the California line, and for a lateral road through Benton county, in Oregon, and for the equipment of such roads; which contracts bear date as follows: One April 23rd, 1867, between the *"Oregon Central Rail Road Company"*, and Albert J. Cook. One supplemental thereto and amendatory thereof between said *"Oregon Central Rail Road Company"*, and

said A. J. Cook or A. J. Cook & Co. dated on or about the 27th day of November A. D. 1867. Also one certain other contract or articles supp*en*tary thereto or amendatory thereof made on or about the Tenth (10th) day of June A. D. 1868, between said *"Oregon Central Rail Road Company"*, and said A. J. Cook & Co. Also a certain other contract or memorandum of agreement made the 12th day of May A. D. 1868 or thereabouts between the same parties.

And *Whereas,* The parties of the second part herein have in pursuance of such contracts completed Twenty miles of such Rail Road and Telegraph running from East Portland southerly—and have equipped the same —and have done other large amounts of work in the further construction of such road under such contracts, and the said Ben Holladay & Co. have expended in all under such contracts, and incurred liabilities in constructing such road and furnishing materials therefor, and in divers other ways and manner connected with the prosecution of such work under such contracts—including large expenses paid in litigation in defending the rights of the Company party of the first part herein, and in securing and defending its franchises and establishing its rights, and in procuring right of way amounting in all to a sum total in U. S. Gold Coin, in not less than Eight Hundred thousand ($800,000.00) Dollars, nor more One Million ($1,000,000.00) Dollars, the exact amount of which cannot now be more clearly stated, and

Whereas: Owing to certain controversies that have arisen from time to time in the Courts of Oregon, one of

which is still pending and undetermined wherein the right of (the) Corporation party of the first part herein to the use of its corporate name has been, and still is questioned by another corporation, claiming the right to such corporate name. The Stocks and Securities of the corporation, party of the first part herein have been clouded and greatly weakened, and rendered almost valueless, and wholly unsaleable in the markets.

Therefore in Consideration of the premises aforesaid and of the sum of One Dollar paid to each of the parties hereto by the one to the other, and the receipt whereof is hereby acknowledged, and of the mutual agreements of the parties hereto:—It is agreed by and between the parties hereto as follows:

First: That the parties of the second part herein shall surrender and deliver up to be cancelled to the *"Oregon Central Rail Road Company,"* party of the first part herein, all bonds of such Corporation heretofore delivered under or in pursuance of any of the contracts aforesaid.

Second: All stock of the *"Oregon Central Rail Road Company"*, standing on its books in the name of Ben Holladay and Company, or owned by such firm shall within one month from this date be surrendered and delivered up to the Corporation, party of the first part, or to such person as such Company through its Directors or Stockholders may designate to be cancelled or otherwise disposed of.

Third: "The Oregon Central Rail Road and Tele-

graph line so far as completed, together with all uncompleted portions of the same, including all rolling stock and other property belonging thereto or connected therewith, shall be and is hereby surrendered up and delivered over to the possession, ownership and control of the *"Oregon Central Rail Road Company"*, party of the first part herein.

Fourth: The *"Oregon Central Rail Road Company"*, party of the first part herein, shall pay or cause to be paid to Ben Holladay and Company within two years from this date in United States Gold Coin, together with interest therein from date at one per cent per month, the full amount of all the moneys expended and liabilities incurred as aforesaid by said Ben Holladay and Co. including all expenses incurred, and moneys paid by such company in defending *its* (the) corporate rights of the party of the first part herein, and in securing and establishing its franchises the exact sum total of all which is not now definitely known, but the same is not less than Eight Hundred thousand ($800,000.00) Dollars nor more than One Million ($1,000,000.00) Dollars, and the same shall be ascertained settled and agreed upon by I. R. Moores, President and one of the Directors of the party of the first part and Ben Holladay, one of the parties of the second part, and in case they cannot agree, they two shall select an umpire, whose decision shall be final, and the said amount shall be so ascertained and agreed upon within three months from this date.

Fifth: All the said contracts and agreements hereinbefore referred to shall be, and they are each and all of

them hereby cancelled.

Sixth: Ben Holladay and Company party of the second part herein shall, of even date with these presents, and in consideration of the agreements herein contained, make execute and deliver to the "Oregon Central Rail Road Company" party of the *second* (first) part, a conveyance and transfer of all the Mills, Machinery, ties and other Rail Road material, Horses, Mules, Oxen, tools, implements, carts, Drays, wagons now owned by Ben Holladay and Company in Oregon, and heretofore and now used in about the construction of said Rail Road; together with all other property owned by or belonging to Ben Holladay & Co. in Oregon.

In testimony whereof the *"Oregon Central Rail Road Company",* party of the first part herein has caused its corporate seal to be attached and witness also the signatures of I. R. Moores its President; and Geo. E. Cole its Secretary—also witness the hands of Ben Holladay and Company—party of the second part herein.

Oregon Central Rail Road Company
By I. R. MOORES

(Ten cents) (Seal of) President
(U. S. R. S.) (Corporation)
(Cancelled) (attached)

Oregon Central Rail Road Company
By GEO. E. COLE
Secretary

Witness Present BEN HOLLADAY & CO.
A. G. CUNNINGHAM By BEN HOLLADAY

Agreement:

Articles of Agreement made and entered into this 28th day of March A. D. 1870, between the *"Oregon Central Rail Road Company"*, a corporation incorporated at Salem on the 22nd day of April A. D. 1867, under the General Incorporation laws of the State of Oregon, and amendments thereto, party of the first part, and the *"Oregon and California Rail Road Company"*, a corporation incorporated at Portland Oregon, on the 17th day of March A. D. 1870, under the laws of Oregon aforesaid party of the second part.

Whereas: The party of the first part herein is the owner of the Oregon Central Rail Road partly completed and in course of construction and rolling stock and other valuable property and franchises, including all the rights, privileges, benefits, franchises and immunities granted and conferred on the Oregon Company by an Act approved July 25th 1866 entitled "An Act granting lands to aid in the construction of a Rail Road and Telegraph line from the Central Pacific Rail Road in California to Portland in Oregon" approved July 25th A. D. 1866 and amendments thereto:

And *Whereas:* Said *Oregon Central Rail Road Company"* party of the first part herein, is largely indebted to divers persons, but principally to Ben Holladay and Company in an amount not less than Eight Hundred $800,000.00) Dollars nor more than ..... Dollars the exact amount of which it to be hereafter ascertained.

And *Whereas:* It has been agreed as will more fully appear by the following communication and propositions presented to the *"Oregon Central Rail Road Company"*, party of the first part herein by the *"Oregon and California Rail Road Company"*, party of the second part herein, and the Resolution of the Board of Directors of the said *"Oregon Central Rail Road Company"*, party of the first part in answer thereto that the said *"Oregon Central Rail Road Company"*, party of the first part, shall sell and convey unto the said *"Oregon and California Rail Road Company"*, party of the second part, all the Rail Road and other property, both personal and real, and all the rights franchises, privileges and property whatsoever of every name, nature and character, in consideration of an Agreement upon the part of the *"Oregon and California Rail Road Company,"* to assume and pay as they may mature and become due all the debts and liabilities of every name and nature of the said *"Oregon Central Rail Road Company,"* and the further agreement to forever save indemnify and keep harmless the said *"Oregon Central Rail Road Company"*, and its stockholders and Directors from all such debts and liabilities, which communication and proposition so made as aforesaid are as follows:

Office of Oregon and California
Rail Road Company

Portland, Oregon, March 28th, 1870.

To the President and Board of Directors of the "Oregon Central Rail Road Company" of Salem, Oregon.

Gentlemen

I respectfully beg leave to submit for your consideration the following proposition from the *"Oregon and California Rail Road Company,"* which I do in the form of the following resolution of the Board of Directors of that Corporation passed March 26th A. D. 1870, at the office of their Company in Portland, Oregon towit:

Resolved. That the President of this Company be and he is hereby authorized and instructed to enter into negotiations with the *"Oregon Central Rail Road Company"*, of Salem Oregon, Incorporated April 22nd, 1867, for the purchase by this Company of the Rail Road of such Corporation now partly completed and in progress of construction, including all its Rolling Stock and other property connected therewith and including also all the property real personal and mixed, now owned by such *"Oregon Central Rail Road Company", or to which* it may in anywise be entitled, and including also all franchises of the said Corporation, which it now owns, or to which it is, or may be entitled by virtue of any Act or Resolution of Congress, or of the Legislature of the State of Oregon, or in any other way or manner, and for such purpose the President of this Company is further authorized to agree in writing in the name of this Corporation and under its seal, for the purchase by and transfer to this Company of all such property rights and franchises upon the following terms towit: That in Consideration of such conveyance, transfer and delivery

to this Company, it shall agree to and with said *"Oregon Central Rail Road Company"*, and to and with its Directors and Stockholders, to assume and shall assume and agree to pay all the debts and liabilities of such *"Oregon Central Rail Road Company"*, as the same mature and become due and payable of whatsoever name and nature, and this company shall also indemnify, save and keep harmless the said *"Oregon Central Rail Road Company"*, from any and all such payments and from all liability whatever of every name and nature for which said *"Oregon Central Rail Road Company"* may be liable at the date of the acceptance of these propositions."

And *Whereas*. In response to the foregoing communication the said *"Oregon Central Rail Road Company"*, did on the 28th day of March A. D. 1870, by the Board of Directors adopt the following resolution, towit:

Whereas the following communication has this day been received by this company from the *"Oregon and California Rail Road Company"*, a corporation incorporated and organized at Portland, Oregon, March 17, 1870, for the purpose of constructing a Rail Road and telegraph line from Portland, Oregon, southerly through the Willamette, Umpqua and Rogue (River) Valleys to the south boundary of Oregon, in accordance with an Act of Congress approved July 25th A. D. 1866, granting lands for such purpose and amendments thereto:—

Towit:

Office of Oregon and California
Rail Road Company

Portland Oregon
March 28th 1870.

To The President and Board of Directors of the "Oregon Central Rail Road Company".
Gentlemen.

I respectfully beg leave to submit for your consideration the following proposition from the *"Oregon and California Rail Road Company"*, which I do in the form of the following Resolution of the Board of Directors of that corporation, passed March 26th A. D. 1870, at the office of their company in Portland, towit:

Resolved: That the President of this Company be, and he is hereby authorized and instructed to enter into negotiations with the *"Oregon Central Rail Road Company"*, of Salem, Oregon, Incorporated April 22nd 1867, for the purchase by this Company of the Rail Road of such corporation, now partly completed and in progress of construction, including all the rolling stock and other property connected therewith, and including also all the property real, personal and mixed, now owned by such *"Oregon Central Rail Road Company"*, or to which it may in any wise be entitled and including also all franchises of said corporation, which it now owns, or to which it is or may be entitled by virtue of any (Act or) resolution of Congress or of the Legislature of the State of Oregon, or in any way or manner, and for such purpose the President of this Company is further

authorized to agree in writing, in the name of this Corporation, and under its seal for such *purpose* (Purchase) by and transfer to this company of all such property, rights and franchises, upon the following terms, towit: That in Consideration of such conveyance, transfer and delivery to this Company, it shall agree and with its Directors and Stockholders, to assume and shall assume and agree to pay all the debts and liabilities of such *"Oregon Central Rail Road Company"*, as they mature and become due and payable of whatever name and nature, and this Company shall also indemnify and forever keep harmless the said *"Oregon Central Rail Road Company"*, from any and all such payments, and from all liability whatever of every name and nature, for which said *"Oregon Central Rail Road Company"*, may be liable at the date of the acceptance of these propositions.

To the propositions contained in the foregoing Resolution, an early answer is desired.

Very respectfully

(sd) BEN HOLLADAY

President of Oregon and California

Rail Road Company.

And *Whereas*: This Company is today indebted in a large amount, towit: In a sum not less than Eight Hundred thousand ($800,000.00) Dollars, nor more that ———— Dollars, in Gold Coin of the United States, and which former sum is equivalent in value under existing circumstances to that of all the property

and franchises owned or possessed by this Company, or to which it is anywise entitled.

And *Whereas*: There has heretofore existed divers controversies in the Courts and there is one suit still pending of a similar nature, wherein the right of this company to use its corporate name has been and is questioned by another company, and by reason whereof the securities of this company have been weakened and rendered comparatively valueless, and which have prevented this company and its contractors from negotiating the same, and from proceeding with the construction of its Rail Road and which have resulted in this company being driven to a cancellation of its contracts for the construction thereof:

Therefore *Resolved*: That it is the judgment of this Board that it is for the best interests of this company and all of its stockholders to accept the proposition embodied in the foregoing communication:

Resolved:—That this Company do (subject however to approval by a majority vote of the stock of this corporation,) accept the foregoing proposition of the *Oregon and California Rail Road Company.*"

Resolved:—That the President and Secretary of this Company, be, and they are hereby authorized and directed to enter into an Agreement in writing, in the name of this Company, with said "*Oregon and California Rail Road Company,*" for a sale of all the property and franchises of this corporation, upon the terms embodied in the foregoing propositions, which agree-

ment shall however be subject to the approval, or disapproval of a vote of a majority of the stock in this Company at a stockholders meeting hereinafter to be held.

"Therefore in Consideration of the premises and of the valuable considerations moving from one to the other as hereinbefore stated,

The said *"Oregon Central RailRoad Company"*, party of the first part does hereby sell and agree to convey within one week from this date to the *"Oregon and California Rail Road Company"*, party of the second part herein.

The whole of the Oregon Central Rail Road and telegraph line, and all the rolling stock of such road, and also all the property both real and personal and mixed now owned by the *"Oregon Central Rail Road Company"*, of whatever name and nature. And all the rights of way, privileges, franchises and interests whatsoever, both legal and equitable, which the said corporation party of the first part herein, now has or owns and especially all the lands, rights, franchises, privileges, emoluments and benefits whatever, which the *"Oregon Central Rail Road Company"*, party of the first part herein now has, or owns, or to which it is or may be entitled either legally or equitably by virtue of the Acts of Congress aforesaid, or either or any of them, or of any other Act of Congress, or of any Act or Resolution of the Legislature of the State of Oregon, or of the decision of any of the Federal or State Departments or of the Federal or State Courts.

In consideration whereof, the said *Oregon and California Rail Road Company"*, party of the second part herein, hereby covenants and agrees to and with the said *"Oregon Central Rail Road Company"*, party of the first part, to assume and agrees to pay, and it does hereby assume and agree to pay to whomsoever owing, or may hereafter be due or owing, whenever the same becomes due and payable, all of the debts, obligations and liabilities whatsoever of the said *"Oregon Central Rail Road Company"*, of whatsoever name, nature or amount, and in the Gold Coin of the United States, and the *"Oregon and California Rail Road Company"*, does further hereby covenant and agree to and with the *"Oregon Central Rail Road Company"*, party of the first part, to indemnify and forever save and keep harmless the said *"Oregon Central Rail Road Company"*, against the payment at any time hereafter of any claim or claims, demand or demands that now exist, or which may at any time hereafter arise, or come against such last named corporation, and against all loss, expenses, costs, disbursements and damages whatsoever, which the party of the first part may at any time hereafter be called upon to incur or pay, by reason of any such claims or demands.

In testimony whereof, the parties hereto *"The Oregon Central Rail Road Company"*, party of the first part, by and through its President I. R. Moores and Geo E. Cole, Secretary, and the *"Oregon and California Rail Road Company"*, party of the second part by and through its President Ben Holladay and its Secretary,

A. G. Cnuningham, all of such officers being hereunto duly authorized and empowered as aforesaid, have each caused their names together with the signatures of the said officers respectively to be hereto subscribed and their corporate seals attached this 28th day of March A. D. 1870.

(Seal of)
(Corporation)
(attached)
(Twenty)
(cents)
(U. S. R. S.)
(Cancelled)
(Seal of)
(Corporation)
(attached)

Oregon Central Rail Road Company
By I. R. Moores
President.

Oregon Central Rail Road Company
By Geo. E. Cole
Secretary.

Oregon and California
Rail Road Company
By Ben Holladay
President

Oregon and California
Rail Road Company
By A. G. Cunningham
Secy.

Whereupon on motion of J. F. Miller said conveyance was accepted, and said contracts were ratified, and on motion of Geo. L. Woods a recess was taken until tomorrow afternoon 4 P. M. March 29th 1870.

GEO. E. COLE
Secretary

I. R. MOORES
President

——oOo——

Office Oregon Central Rail Road Company—Salem, Oregon,
March 28th 1870 (7) o'clock P. M.

Pursuant to an order of the Board of Directors of this Company made March 14th, 1870, calling a meeting of the stockholders of this company to meet at their office on this March 28th A. D. 1870, at seven o'clock P. M. and declaring its purpose thereof, and of notice duly given by publication in the Daily Oregonian and Daily Herald, published at Portland, Oregon, and in the Daily Statesman, Published at Salem, Oregon, for ten successive days prior to this date, as required by such order. The stockholders of this company met at the office of the Company in Salem Oregon, this March 28th 1870, at 7 o'clock P. M. The following stockholders being present towit:

Ben Holladay and Company represented by Ben Holladay and such firms owning and representing and owning as per stock books of the company Fifty thousand one Hundred and Sixty one (50,161) shares of the

common stock and 14,500 shares of Prefered interest bearing stock. Also the following named stockholders each in person and representing and owning as appears by the stock books of the company one share each of the common stock to-wit: J. H. Moores, J. H. Douthit, I. B. Moores, E. N. Cook, Jacob Conser, A. L. Lovejoy, Geo L. Woods, John F. Miller, Geo. W. Weidler, J. H. Foster, A. Bush, J. C. Hawthorne and Geo. E. Cole.

On motion of J. F. Miller it was unanimously resolved that the action of the Board of Directors of this company in cancelling all contracts existing between this company and Ben Holladay and Company for the construction of its Rail Road, be, and the same is hereby ratified and confirmed.

Geo. L. Woods presented the following Resolutions which were on his motion unanimously adopted by a vote of all the stock present, the vote being by ballot, J. H. Moores and J. F. Miller were appointed tellers, and the same resulted as follows: The Secretary also acting as teller, and the President I. R. Moores as inspector and who certified the result as follows. Ben Hollladay & Co. by Ben Holladay voted in the affirmative Fifty thousand one Hundred and Sixty one votes (50,-161), being one vote for each share of the common stock held by Ben Holladay & Co.

And each of the following stockholders voted in the affirmative each casting one vote for the share so held by him as aforesaid towit: J. H. Moores, J. H. Douthitt, I. R. Moores, E. N. Cooke, Jacob Conser, A. L.

Lovejoy, Geo. L. Woods, John F. Miller, Geo. W. Weidler, J. H. Foster, A. Bush, J. C. Hawthorne and Geo. E. Cole. There being no votes in the negative, whereupon such resolutions having received the unanimous vote of all the stockholders present and such vote being over two thirds of the whole capital stock of this corporation, the Resolutions aforesaid were declared by the President adopted.

Said Resolution being as follows:

Whereas: the Directors of this corporation did at a meeting of their Board regularly called for such purpose, and held at the office of the Company, in Salem, Oregon, on the 14th day of March A. D. 1870, by a unanimous vote adopt the following resolutions:

"Resolved, that a meeting of the stockholders of *"The Oregon Central Rail Road Company"*, of Salem, Oregon be and the same is hereby called to be held, at the office of the Company, in Salem, Oregon, on Monday, the 28th day of March, A. D. 1870 at seven (7) o'clock P. M. for the purpose of considering the propriety of authorizing the dissolution of such corporation, the settling of its business, disposing of its property, and the division of its Capitol stock;"

"Resolved that the Secretary of this Company, be, and he is hereby authorized and directed to give notice of such meeting, and of the purpose thereof, by publication of the same for ten days, in the following Daily Newspapers, towit: The Daily Oregonian and the Daily Herald, published at Portland, Oregon, and the

Daily Statesman, published at Salem, Oregon:" And

Whereas, in pursuance of such order of the Board of Directors, the following notice was duly published as prescribed by such Board of Directors, by the Secretary of this corporation, for the period of ten days, in each of the following named newspapers towit: The Daily Oregonian and The Daily Herald of Portland, Oregon, and the Daily Statesman of Salem, Oregon.

"Notice to Stockholders of the *"Oregon Central Rail Road Company"*, of Salem, Oregon.

At a regular meeting of the Board of Directors of the *"Oregon Central Rail Road Company"*, of Salem, Oregon, on the 14th day of March A. D. 1870, the following resolution was unanimously adopted, towit:

"Resolved—That a meeting of the stockholders of the *"Oregon Central Rail Road Company"*, of Salem, Oregon, be, and the same is hereby called, to be held at the office of the Company, in Salem, Oregon, on Monday, the 28th day of March A. D. 1870, at seven (7) o'clock P. M. for the purpose of determining the propriety of and authorizing the dissolution of such corporation, the settling of its business, disposing of its property, and the division of its Capital Stock."

"Therefore all Stockholders in the *"Oregon Central Rail Road Company"*, of Salem, Oregon, are hereby notified and requested to appear at the office of such company," in Salem, Oregon, on Monday, the 28th day of March A. D. 1870, at seven (7) o'clock P. M. , for the purpose of attending to the transaction of the busi-

ness specified in the foregoing Resolution.

By order of the Board of Directors,"—

(signed) I. R. Moores

"Geo. E. Cole President

Secreary." Oregon Central Railroad Company"

And whereas, in pursuance of such call of the Board of Directors, and such notice, there are now here present, the following named stockholders in this corporation, each holding, owning and representing the number of shares of stock, in this corporation, as hereinafter specified, and constituting in all, more than two thirds of the whole Capital Stock of this Corporation, towit: Ben Holladay and Company are the owners and holders of Sixty-four thousand six Hundred and Sixty-one (64,661) shares of such stock, that is to say, Fourteen thousand five hundred (14,500) shares of what is known as preferred interest bearing stock and Fifty thousand one hundred and Sixty-one (50,161) shares of the common stock, J. H. Douthit the owner of one share, and each of the following named stockholders, each of w hom owns and represents one share that is to say. J. H. Moores, I. R. Moores, E. N. Cook, A. L. Lovejoy, Geo. L. Woods, John F. Miller, Geo. W. Weidler, A Bush, J. C. Hawthorne, Geo. E. Cole

And Whereas: A corporation has been duly incorporated and organized, under the general incorporation law of this State and the amendments thereto, for the purpose of constructing and operating a Rail Road and Telegraph line from Portland, Oregon, Southerly

5109

through the Willamette, Umpqua and Rogue (River) Valleys, to the California line, on the Southern boundary of Oregon; which corporation has been organized by stockholders herein, representing and controlling over two thirds of the wholecapital stock hereof; and for the *Sold* purpose of carrying out to successful completion, the enterprise for which this corporation was originally formed. The reason for the formation of such new corporation being to avoid the embarrassments and impediments, constantly being thrown in the way of this enterprise, by certain persons who claim, falsely, to be a corporation, under the laws of Oregon, under the name of the *"Oregon Central Rail Road Company"*, and who have heretofore disputed and still are disputing the right of this corporation, to the use of such name; and although such claim, upon the part of such alleged corporation, is, and ever has been, illegal, inequitable, unjust and based upon a gross fraud: and although such alleged corporation has heretofore uniformly failed, in its attempts in Courts to restrain by legal process, our use of such name; and while we believe that all future attempts will be met, by like results, yet we are conscious of the fact that such persons who claim to be such corporation, have not only the disposition, but the power by vexatious actions and suits, in divers Courts, wherein the right to the use of our Corporate name may be questioned, to annoy and harass this corporation, and embarrass its operations, impede the construction of its enterprise, weaken and cloud its securities and injure its credit.

And whereas. In Consideration of the premises, it is deemed advisable by the stockholders, hereinbefore mentioned, and all now present, to dissolve this company and settle up its business, and sell, dispose of, assign, transfer and convey unto the said *"Oregon and California Rail Road Company"*. Such being the name of the corporation, so formed as aforesaid, all theproperty, real, personal and mixed, and all the franchises, rights, credits, privileges and emoluments of whatsoever name and nature, owned by, or in any wise belonging to this corporation as per terms of a written agreement between the two corporations for such purchase, dated the..... day of March, A. D. 1870. *Therefore*

Resolved:

That the *"Oregon Central Rail Road Company"* of Salem, Oregon, incorporated April 22nd, 1867, be, and thesame is hereby dissolved, to take effect upon the settlement of its business, and the sale, transfer and co nveyance of its property and franchises as hereinafter specified;

Resolved:

That the President and Secretary of this corporation, be, and they are hereby authorized empowered and directed, to immediately and as soon as practicable, settle all the business of this corporation.

And Whereas,

This corporation has, in and for the consideration of the within covenants and agreements upon the part of the *"Oregon and California Rail Road Company"*,

to pay all the debts, demands, and liabilities of this company, of every name or nature, as the same mature and become due; and in and for the further consideration of the covenants of such corporation, to forever save, indemnify and keep harmless this company from all claims and demands whatsoever: bargained and sold to such *"Oregon and California Rail Road Company"*, all the property real and personal, rights and franchises, credits and interests, legal and equitable, determined, absolute, and contingent, of every name and nature, now owned by, or belonging to this corporation.

Therefore Resolved Further:

That the written contract heretofore entered into between this company and the said *"Oregon and California Rail Road Company"*, for the sale and transfer of all the property of this company, to such corporation, be, and the same is hereby ratified and confirmed: And that I. R. Moores, present President of this corporation, and Geo. E. Cole, present Secreary thereof, in consideration of the covenants and agreements aforesaid, on the part of said *"Oregon and California Rail Road Company"*, to pay all the debts and liabilities of this company of every name and nature, be, and they are hereby authorized and empowered and directed, for this corporation and in its corporate name and as its President and Secretary, and under its corporate seal and for the use and benefit of its stockholders, to sell, assign, transfer, set over, convey and deliver to the said *"Oregon and California Rail Road Company"*, of Portland, Oregon, all the property, real, personal and mixed of

whatsoever name and nature, both legal and equitable, absolute and contingent, and all donations, rights, credits, accounts and interests whatever, now owned by, or in any wise belonging to this corporation, and all franchises and interests whatever by it possessed or owned: And especially to sell, assign, transfer, set over and convey, in the name of this corporation, to-wit:—The *"Oregon Central Rail Road Company"* and under its corporate seal, unto the said *"Oregon and California Rail Road Company"*, of Portland, Oregon, its successors and assigns, all the lands, rights, title, franchise, interest, claim, property and demand whatsoever, both legal and equitable, present and prospective, absolute and contingent, which this corporation the *"Oregon Central Rail Road Company"*, of Salem, Oregon, now has, owns or possesses, or to which it is now of right entitled, either legally or equitably, or to which it may, at any time hereafter become entitled, in and to the franchise and grant of lands made by the Congress of the United States to aid in the construction of a Railroad and Telegraph line from the Central Pacific Rail Road, in California, to Portland in Oregon, by an Act entitled *"An Act granting lands to aid in the construction of a Rail Road and Telegraph line from the Central Pacific Rail Road in California to Portland in Oregon"*, approved July 25th, 1866. And amendments thereto. This corporation havingbeen duly designated by the Legislature of Oregon, in pursuance of the requirements of such Act of Congress, with full power and authority to include in such sale, assignment, transfer and co nveyance

all right, title and interest of every name and nature, which this corporation now has, or to which it is either legally or equitably entitled, or at any time hereafter may be either in whole or in part, to the ownership, management or control of the lands, franchises, and benefits granted or conferred by such Act of Congress and amendments thereto.

And Whereas:

The present indebtedness of this Company exceeds the sum of Eight Hundred Thousand ($800,000.00) Dollars, in U. S. Gold Coin, the whole of which amount, said *"Oregon and California Rail Road Company"* have assumed and agreed to pay and to forever save, indemnify and keep harmless this company against all liability and damages by reason thereof, in consideration of this transfer and sale to said corporation of all the property and corporate franchises of this corporation.

And Whereas:

It is the judgment of this meeting that the assumption of such indebtedness is a full, complete and adequate consideration for all the property and corporate rights and franchises of this company hereby directed to be transferred and conveyed, and that the best interests of the stockholders herein, are subserved by the cancellation of the said indebtedness:

And Whereas:

Therebeing no money or property whatever to appropriate among the several stockholders of this company after the disposal of its property, and the pay-

ment of its liabilities as aforesaid: And the business of this company being about to finally suspend:

Therefore Resolved: That the whole capital stock of this corporation, both preferred interest bearing and common stock, be, and the same is hereby cancelled, and the holders thereof are hereby directed to surrender the certificates thereof to the Secretary of this corporation; and such Secretary is hereby directed to cancel each certificate, by writing in red ink across the face of each thereof, the words:—

"Surrendered and cancelled by order of a Resolution of the Stockholders"; adding thereto the date, and his name, and title of office.

And Resolved:

That from and after the date of the delivery of such deed of conveyance, assignment and transfer to the *said "Oregon and California Rail Road Co*mpany", this corporation towit: The *"Oregon Central Rail Road Company"* of Salem Oregon, shall be dissolved.

And *Whereas*:

The Two Million Dollars of what is called preferred interest bearing st ock heretofore issued by this Company and which stands upon the stock books of this Company in the following amounts, in the names of the following parties, to;wit:

A. J. Cooke 5,400 shares—representing $540,000.00—
N. P. Perrine 100 shares, represenitng $10,000.00—
Ben Holladay and Co. 14,500 shares, representing

$1,450,000.00—was issued illegally and without any authority of law, and without any consideration whatever and—

Whereas: No part of such preferred interest bearing stock has ever yet been paid in.

Therefore Resolved: That all said preferred interest bearing stock is hereby declared void and cancelled, and the holders of the certificates thereof are hereby requested to surrender the same up to the Secretary of the Board of Directors of this Company to be so mar ked cancelled, and such Secretary is hereby directed to cancel the same.

On motion of J. C. Hawthorne, the stockholders meeting took a recess until 3 o'clock P. M. tomorrow afternoon, March 29, 1870, in order that the record might be made up, and for the transaction of any other business that may come before them.

Geo. E. Cole
Secreary.

I. R. Moores
President

Office of "Oregon Central Rail Road Company", Salem, Oregon, March 29th, 1870, 3 o'clock P. M. Pursuant to adjournment of the Board of Stockholders on yesterday: The Board met at the office of the Company at Salem, Oregon, March 29th, 1870, at 3 o'clock P. M. Present the same stockholders and amount of stock represented as onyesterday: Also the same officers as on yesterday. I. R. Moores President in the Chair, and Geo. E. Cole Secretary.

Whereupon, the minutes of the stockholders meeting of yesterday being read were on motion of J. C. Hawthorne unanimously approved by a vote of all the stock present.

Whereupon, on motion of A. L. Lovejoy the stockholders meeting adjourned *sine die*.

Geo. E. Cole
Secretary.

I. R. Moores
President

Office of "Oregon Central Rail Road Company",
Salem, Oregon.

Tuesday March 29th 1870, 4 o'clock P. M.

Pursuant to recess taken by the Board of Directors on yesterday, the Board met at the office of the Company at Salem, Oregon, this March 29th 1870, at 4 o'clock P. M.

Present I. R. Moores President in the chair, and Geo. E. Cole, Secretary, also present the following Directors towit:—

I. R. Moores, John F. Miller, E. N. Cook, J. H. Moores, Asahel Bush, J. H. Foster, Jacob Conser, J. C. Hawthorne, Geo. W. Weidler, A. L. Lovejoy, J. H. Douthitt and Geo. L. Woods.

The Record of the meeting of the Board on yesterday was read by the Secretary.

Whereupon on motion of J. C. Hawthorne, such record was unanimously approved.

John F. Miller offered the following resolution

which on his motion was unanimously adopted:—

Resolved

That J. L. Parrish and C. N. Terry Trustees for the Bondholders in this company in the mortgage heret ofore issued by this company, be, and they are hereby requested to cancel of record in the several Counties of this State, the said mortgage heretofore made by this company on its rail road and rolling stock, upon the surrender to them for this company, or to this company, of all the bonds heretofore issued by this Corporation together with coupons attached: and

Resolved Further.

That upon surrender of any or all such bonds, to this company, the present Secreary of this Company, shall endorse on each thereof these words in red ink, whereby the same shall be cancelled.

Towit:

"Cancelled this ..... day of ..... A. D. 1870, by order of the Board of Directors passed March 28th, 1870" and shall sign his name and title of office thereto. And he shall file such bonds among the archives of this company.

"Whereupon on motion of Jacob Conser the following resolutions were unanimously adopted.

Whereas. At stockholders meeting of this Company legally called and held at the office of the Company in Salem, Oregon, on the twenty-eighth (28th) day of March A. D. 1870, which meeting was duly called

for such purpose as provided by law, such stockholders by a vote of over two-thirds (2/3) of the whole capital stock in this company unanimously adopted resolutions authorizing the dissolution of this corporation, the settling of its business, disposing of its property, and dividingof its capital stock, which resolutions are spread at length on the record of this company as a part of the proceedings of such stockholders meeting, reference being thereunto had will more fully appear. And *Whereas,* it is the judgment of this Board that the best interests of this company and of all the stockholders herein, will be subserved by a dissolution of this company, the settlement of its business, and disposition of its capital stock in the manner provided in any by the resolutions of the stockholders as aforesaid:—

Therefore Resolved:

That this corporation, the *"Oregon Central Rail Road Company"*, of Salem, Oregon, incorporated April 22nd, 1867, be and the same is hereby dissolved upon the terms and in the manner as prescribed in the said resolutions of the stockholders aforesaid, and the President and Secreary of this Board are hereby directed to dispose of the property of this company, and settle its business, and dispose of its stock in the manner provided for in and by said resolutions of the stockholders.

Resolved: That all the proceedings of such stockholders meeting of March 28th A. D. 1870, be and the same are hereby endorsed, ratified and confirmed, and the President and Secretary of this Board, be, and they are hereby directed to excute all the suggestions and

directions of such stockholders meeting in the nameof this company, as therein set forth.

"Whereupon on motion of Geo. W. Weidler the following resolution was unanimously adopted:"

"Resolved, that I. R. Moores President and Geo. E. Cole Secretary of this Company be, and they are hereby authorized and directed to make, execute and deliver to the *"Oregon and California Rail Road Company"*, of Portland, Oregon, in the nameof this corporation and under its corporate seal and under their signatures as such President and Secretary a good and sufficient deed of conveyance of all the property and franchises of this company of whatever name and nature, real personal and mixed, and of all its rights, credits and interests whatsoever, in accordance with the contract entered into with such corporation for such sale, assignment transfer and conveyance, and in accordance with the resolution of the stockholders of this corporation, adopted this 28th day of March A. D. 1870, affirming such sale and directing such conveyance.

J. H. Moores offered the following resolution which on his motion was unanimously adopted.

Resolved, that the President and Secretary of this Company be and they are hereby instructed to communicate to the Secreary of the Interior ", the fact that this Company has sold, assigned, transferred and conveyed to the *"Oregon and California Rail Road Company,"* of Portland, Oregon, all its right, title and interest, in and to the lands, franchises and benefits granted

to the "*Oregon* Company by the *Act of Congress of July 25th 1866, and amendments thereto, granting lands to aid in the construction of a rail road and telegraph line from the Central Pacific Rail Road in California to Portland in Oregon.*

Whereupon on motion of Geo. L. Woods the Directors Meeting adjourned sine die.

Geo. E. Cole
Secretary.

I. R. Moores
President

GOVERNMENT'S EXHIBIT 100-B

O. C. R. R. CO.
Salem.

STOCK BOOK

Records and Minutes of the
Oregon Central Railroad Company

STOCK BOOK

Capital Stock $7,250,000.00.
Number of Shares 72,500.
Amount of each Share $100.00

Salem, Oregon. April 22, 1867.

We the undersigned with the understanding and upon the express condition that we assume no personal liability over and above the amounts individually and respectively subscribed, above and beyond which we are

not to be held responsible, do subscribe to the Capital Stock of the Oregon Central Railroad Company the number of shares and the amounts of money for which the same call as expressed opposite to our respective signatures.

(five-five cent stamps)

Subscribers Names	No. of Shares	Amount
April 22, 1867		
Geo. L. Woods	One Share	$100.00
I. R. Moores	" "	100.00
S. A. Clarke	" "	100.00
John A. Moores	" "	100.00
J. S. Smith,pr I. R. Moores, Atty	" "	100.00
E. N. Cooke pr I. R. Moores	" "	100.00
Oregon Central Railroad Co., By Geo.L.Woods, Chairman,	Seventy Thousand Shares	$7,000,000

On the 23 of April 1867 By order of the Company the sum of two millions of dollars of the said $7,000,000 was transferred to A. J. Cook, as preferred stock paid him on account of contract. Being 20,000 shares

S. A. Clarke, Secretary
O.C.R.R.Co.

The above transfer is accepted by us. A.J.Cook & Co.

(Nine five cent stamps)

April 25th 1867

	F. A. Chenoweth	One Share	$100.00
April 26"	T. McF. Patton	One Share	100.00
Apr. 30	W. A. McPherson	One Share	100.00
May 12th	I. H. D. Henderson	One Share	$100.00
April 23	S. Ellsworth	One Share	$100.00
1868			
March 12	J. H. Mitchell	One Share	$100.00
1868			
March 24	Phil Wasserman	One Share	$100.00
1868			
March 24	S. F. Chadwick	One Share	100.00
	A. M. Loryea		100.00
	A. L. Lovejoy	One Share	100.00
	Jacob Conser		100.00
	John F. Miller	One Share	100.00
1868			
March 24th	John E. Ross	One Share	100.00
" "	J. H. Douthit	One Share	100.00

(Five five-cent stamps)

H.Boyd	One Share	
S. B. Parrish	One Share	
A. F. Hedges	One Share	100.00
Green B. Smith	One Share	100.00

Mr. Smiths Subscription is to be deducted from the

amount heretofore subscribed from him.

(four-five cent stamps one-three and one-two cent stamp)

April 6, 1869

"	Sam M. Smith	One	Share	100.00
"	Geo. M. Weidler	"	"	100.00
"	J. C. Hawthorne	"	"	100.00
"	A. Bush	"	"	100.00
"	James H. Footes	"	"	100.00
"	Geo. E. Coles	"	"	100.00
	Geo. A. Edes	"	"	100.00

(Six-five cent stamps)

LIST OF THE PREFERRED STOCK

($2,000,000.00)

Oregon Central Railroad Company

Issued April 1867 to Albert J. Cook

Preferred Stock issued to Albert J. Cooke April 23, 1867

No.	Registered No.	No. of Shares	Amount
1	1057	1,000	100,000
5	1059	1,000	100,000
2	1060	1,000	100,000
9	1061	1,000	100,000
7	1058	1,000	100,000
8	1056	1,000	100,000
4	1055	1,000	100,000

No.	Registered No.	No. of Shares	Amount
6	1054	1,000	100,000
10	1053	1,000	100,000
3	1052	1,000	100,000
30	3732	500	50,000
23	3739	500	50,000
15	3740	500	50,000
27	3746	500	50,000
13	3748	500	50,000
29	3753	500	50,000
28	37472	500	50,000
24	3743	500	50,000
26	3741	500	50,000
12	3742	500	50,000
55	7229	100	10,000
57	7226	100	10,000
56	7228	100	10,000
54	7227	100	10,000
58	7224	100	10,000
53	7225	100	10,000
51	7221	100	10,000
52	7223	100	10,000
59	7222	100	10,000
74	7220	100	10,000
50	7219	100	10,000
75	7218	100	10,000
49	7217	100	10,000
76	7216	100	10,000
48	7215	100	10,000
77	7214	100	10,000

No.	Registered No.	No. of Shares	Amount
47	7213	100	10,000
78	7212	100	10,000
46	7211	100	10,000
43	7205	100	10,000
79	7210	100	10,000
45	7209	100	10,000
80	7208	100	10,000
44	7207	100	10,000
60	7206	100	10,000
61	7204	100	10,000
42	7203	100	10,000
62	7202	100	10,000
41	7201	100	10,000
63	7200	100	10,000
40	7199	100	10,000
64	7198	100	10,000
39	7197	100	10,000
65	7196	100	10,000
38	7195	100	10,000
66	7194	100	10,000
37	7193	100	10,000
67	7192	100	10,000
36	7191	100	10,000
68	7190	100	10,000
35	7189	100	10,000
69	7188	100	10,000
34	7187	100	10,000
70	7186	100	10,000
33	7185	100	10,000

No.	Registered No.		No. of Shares	Amount
71	7184		100	10,000
32	7183		100	10,000
72	7182		100	10,000
31	7181		100	10,000
73	7180		100	10,000
81	4133		300	30,000
		In lieu of No. 23		
82	4136		100	10,000
		Mar. 3rd, 68		
83	4137		100	10,000
84	4139	N. P. Perrine	50	5,000
85	4143		50	5,000
86	4141		50	5,000
87	4144		50	5,000
88	4142		50	5,000
89	4146	In place of	50	5,000
90	4145	No. 26	50	5,000
91	4140	Mar 3rd	50	5,000
92	4138	N. P. Perrine	40	4,000
93	4135		30	3,000
94	4134		30	3,000
		(Dec 1, 1868)		

In place of No. 1, 2, 3 & 4—4000 shares

No.	Registered No.		No. of Shares	Amount
95	3485	Henderson	320	32,000
96	3488	Ellsworth	320	32,000
97	3491	Chenoweth	470	47,000
98	3494	J. S. & G. B. Smith	320	32,000
99	3496	J. H. Moores	320	32,000
100	3483	I. R. Moores	470	47,000
101	3486	E. N. Cooke	340	34,000
102	3489	Patton	100	10,000
103	3492	Woods	420	42,000
104	3495	Clarke	420	42,000
105	3498	Mitchell	500	50,000

REGISTERED BONDS SERIES "A"

Dec. 3rd., 1867.

1011	No. 1
1012	14
1013	27
1014	40
1015	53
1016	66
1017	77
1018	88
1019	93
1020	106
1021	123
1022	139
1023	151

REGISTER BONDS SERIES "A"

Dec. 3rd, 1867

1024	No. 166
1025	179
1026	198
1027	211
1028	234
1029	251
1030	260
1031	264
1032	284
1033	286

Dec. 2nd., 1867.

2149	2
2150	15
2151	28
2152	41
2153	54
2154	67
2155	78
2156	89
2157	94
2158	107
2159	124
2160	140
2161	152
2162	167
2163	180
2164	199

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

2165	No. 212
2167	235
2168	249
2169	261
2170	265
2171	283
2172	287
3001	3
3102	16
3103	29
3104	42
3105	55
3006	68
3107	79
3108	95
3109	108
3110	125
3111	141
3112	153
3113	168
3114	181
3115	200
3116	213
3117	236
3118	250
3119	262
3120	266
3121	282

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

3122	No. 285
3123	288
3470	4
3471	17
3472	30
3473	43
3474	56
3475	69
3476	80
3477	96
2478	109
3479	126
3480	142
3481	156
3482	169
3483	182
3484	201
3485	214
3486	224
3487	237
3488	248
3490	267
3491	281
3492	289
4132	5
4133	18

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

4134	No. 31
4135	44
4136	57
4137	70
4138	81
4139	90
4140	97
4141	110
4142	127
4143	157
4144	170
4145	183
4146	202
4147	215
4148	225
4149	238
4150	252
4151	263
4152	268
4153	280
4154	290
3627	6
3628	19
3629	32
3630	45
3631	58
3632	71

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

3633	No. 91
3634	99
3635	111
3636	128
3637	138
3638	143
3639	158
3640	171
3641	184
3642	203
3643	216
3644	226
3645	239
3646	247
3647	253
3648	269
3649	291
4329	7
4330	20
4331	33
4332	46
4333	59
4334	72
4335	92
4336	98
4337	112
4338	129

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

4339	No. 137
4340	144
4341	159
4342	172
4343	185
4344	204
4345	217
4346	227
4347	240
4348	246
4349	254
4350	270
4351	292
4011	8
4012	21
4013	34
4014	47
4015	60
4016	73
4017	82
4018	100
4019	113
4020	119
4021	130
4022	145
4023	160

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

4024	No. 173
4025	186
4026	192
4027	205
4028	218
4029	228
4030	255
4031	271
4032	279
4033	293
1051	9
1052	22
1053	35
1054	48
1055	61
1056	74
1057	88
1058	101
1059	114
1060	120
1061	131
1062	146
1063	161
1064	174
1065	187
1066	193
1067	206

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

1068	No. 219
1069	229
1070	256
1071	272
1072	278
1073	294
4053	10
4054	23
4055	36
4056	49
4057	62
4058	75
4059	84
4060	102
4061	115
4062	121
4063	132
4064	147
4065	162
4066	175
4067	188
4068	194
4069	207
4070	220
4071	230
4072	241
4073	257

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

4074	No. 273
4075	295
1325	11
1326	24
1327	37
1328	50
1329	63
1330	76
1331	85
1332	103
1333	116
1334	122
1335	133
1336	148
1337	163
1338	176
1339	189
1340	195
1341	208
1342	221
1343	231
1344	242
1345	245
1346	274
1347	296
1263	12

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

1264	No. 25
1265	38
1266	51
1267	64
1268	86
1269	104
1270	117
1271	134
1272	136
1273	149
1274	155
1275	164
1276	177
1277	190
1278	196
1279	209
1280	222
1281	232
1282	258
1283	243
1284	276
1285	297

Series "A" $1,000

1781	18
1782	26
1783	39
1784	52

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

1785	No. 65
1786	87
1787	105
1788	118
1789	135
1790	150
1791	154
1792	165
1793	178
1794	191
1795	197
1796	210
1797	223
1798	233
1799	244
1800	259
1801	275
1802	277
1803	298
2200	299
2201	311
2202	323
2203	335
2204	343
2205	353
2206	373
2207	385

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

2208	No. 397
2209	
2210	
2311	
7000	300
7001	312
7002	324
7003	336
7004	344
7005	354
7006	374
7007	386
7008	398
7009	
7010	
7011	
7012	
5432	301
5433	313
5434	325
5435	337
5436	355
5437	375
5438	387
5439	399
5440	
5441	

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

5442	No.
6000	302
6001	314
6002	326
6003	345
6004	356
6005	376
6006	388
6007	400
6008	
6009	
6010	
8099	303
8100	315
8101	327
8102	338
8103	357
8104	365
8105	377
8106	389
8106	
8107	
8108	
8109	
8150	304
8151	316

REGISTERED BONDS SERIES "A"

Dec. 2nd, 1867

3152	No. 328
3153	346
3154	358
3155	366
3156	378
3157	390
3158	
3159	
3160	
3161	
2302	305
2303	317
2304	329
2305	339
2306	347
2307	359
2308	367
2309	379
2310	391
2506	306
2507	318
2508	330
2509	340
2510	348
2511	360
2512	368
2513	380

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

2514	No. 392
2900	307
2901	319
2902	331
2903	341
2904	349
2905	360
2906	369
2907	381
2908	393
2909	
2910	
4444	308
4445	320
4446	332
4447	350
4448	362
4449	370
4450	382
4551	394
4552	
4553	
4554	
1850	309
1851	321
1852	333
1853	342

REGISTER BONDS SERIES "A"

Dec. 2nd, 1867

1854	No. 351
1855	363
1856	371
1857	383
1858	395
1859	
1860	
7500	310
7501	322
7502	334
7503	352
7504	364
7505	372
7506	384
7507	396
7508	
7509	

GOVERNMENT'S EXHIBIT 101

PREPARED BY J. GASTON

SPECIAL MESSAGE OF GOV. WOODS

TO THE

LEGISLATIVE ASSEMBLY OF THE STATE OF OREGON

Gentlemen of the Legislative Assembly:

Your attention is invited to the importance of the inauguration of a general system of internal improvements in our State. Where only biennial sessions of the Legislature are authorized by law, delay often works incalculable injury. And now that we are in rapid process of development, with a constantly increasing population, it behooves us, looking to the future good, to give all necessary aid to such enterprises as tend to the permanent development of the vast resources of the State.

Long years of experience in a country without roads, and with a water communication with the marts of trade, admitted by all to be totally inadequate to the wants of the people, has taught us the necessity for some system of intercommunication which will answer the demands of the people. With a rail-road running through the Willamette Valley, and via Oakland, Roseburg, Jacksonville and Yreka, to and connecting with the Central Pacific Rail-Road in California—thus putting ourselves in direct and speedy communication with the City of San Francisco, and the demands of our sister State, in which we have a community of interest—we should reap a benefit which cannot well be estimated. Another route, equally as important as the first, now inviting attention, is the one running from the navigable waters of the Columbia river, via Boise City, to the valley of the Great Salt Lake, connecting with the Central Pacific Railway at Salt Lake City. To this route too much importance cannot be attached. In a commercial and military point of view, it is invaluable and indispensable; and it is gratifying to know that a bill, looking to its establishment, is now pending in Congress, and will doubtless become a law early in the coming session of that body. Legislation for the purpose of carrying that great enterprise into effect will be necessary, and it is hoped that you will not adjourn without making the required enactments. In his biennial message for the year 1864, my predecessor called the attention of the Legislature to the route first above named, and forcibly enumerated the advantages to be

derived from such an enterprise; and, in accordance with the suggestions, an Act was passed, the effect of which was to aid in its construction. But the amount provided for was so meager as to offer no inducement to capitalists for investment. Had a more liberal spirit characterized our legislation at that time, we should, ere this, have been enjoying the advantages and sharing the profits of the undertaking. Let us profit by the experience of the past, and take hold of this great enterprise with that liberality and determination which shall insure its early completion. I would not encourage extravagance, but on the contrary, would bespeak a vigilant watchfulness over and a prudent and judicious expenditure of the public money; but it should be borne in mind that a niggardly parsimony is often the ruin of a people, while a prudential liberality builds up a State.

Your attention is called to an Act of Congress of July 25, 1866, donating twenty sections of the public lands for each mile of Railroad, and Telegraph to be constructed from the City of Portland, Oregon, to, and connected with the Central Pacific Railroad, in California, which lands are to be selected within thirty miles on either side of said road. This grant, though quite liberal is wholly inadequate and will not, of itself, afford sufficient security to insure investment. Capital for the completion of this great work must come from abroad, and good policy requires that we should hold out inducements for investment. I am happy to be able to communicate to you that capitalists controlling ample means for the construction of the entire road proposed,

are now ready, and have signified their willingness to invest in the great enterprise as soon as the legislation necessary for such an investment can be had.

Under the General Incorporation Act, a Corporation is about to be organized to be known as "The Oregon Central Railroad Company," composed of some of the most responsible and energetic business men of the State, whose purpose it is, if they can meet with proper encouragement, to immediately begin this great work. And I take the liberty to suggest that it would be well to make provision, by immediate enactment, by which through the above named corporation the State shall be able to reap the benefits of the liberal donations by Congress, and also to make provision for the payment of the interest on the bonds of the Company, necessary to construct and put into operation, the first section of twenty miles of the road. Whatever may be the objections urged, it must be conceded that the State, looking to the future permanent wealth and prosperity of its citizens, is in duty bound to lend immediate and efficient aid to this great enterprise; and since it is for the immediate benefit of all, it is eminently just and proper that all should contribute to its furtherance.

I deem it useless to enumerate the advantages to be derived from a railroad, since they must be apparent to all. The valleys of the Rogue River, Umpqua and Willamette are unequaled in richness of soil, and general resources for agricultural and manufacturing purposes; but can the farmers or the manufacturers afford to transport the products of their labor from these remote dis-

tricts to Portland, at present our only outlet, and realize any profit? It is often tauntingly said by those from abroad that Oregonians are indolent,—nothing can be more foreign from the truth. Experience teaches that mankind nowhere labor for the mere love of labor, per se, but for the profits to be derived therefrom. In this the citizens of Oregon are not unlike the rest of mankind. Give them easy and cheap transportation for the products of their labor, and the most rapid development of all the multiplied resources of our State will speedily follow.

A Railroad is a public necessity. The farmers need it; the mechanics need it; the merchants need it; the manufacturers need it; all classes need it. It would infuse new energy and enterprise into the people, cause our lands to be cultivated, our manufactures to be built up, increase the demand for labor, bring hither a vast population, add to our revenue, and build up our cities. Its early completion will be a priceless benefaction. You are the representatives of the people. Their interests are in your keeping. Do your duty towards them, your State, and yourselves. Help to build the railroad. It is the people's just enterprise. Your labors will be your own lasting monument.

GEO. L. WOODS.

Executive Office, Salem, Oct. 6, 1866.

GOVERNMENT'S EXHIBIT 102.

Portland, Oregon, January 1, 1868.

TO WHOM IT MAY CONCERN:—

We the undersigned officers of the Oregon Central Railroad Company, having learned that some parties at Salem in this State have incorporated (under the general laws of this State) another company, and have assumed and attempted to usurp the corporate name of the organization we represent, and that said usurping company has recently printed and signed, and sent to the Eastern States, a large lot of Bonds, purporting to be the Bonds of the Oregon Central Railroad Company, feel it to be our duty to notify the public of the following facts:

1st.—The Oregon Central Railroad Company was incorporated and organized at the session of the Legislature, held in September, 1866, and received valuable grants of U. S. land, and interest on Bonds from the State of Oregon. Since that time it has duly filed its papers in the office of the Secretary of the Interior at Washington, D. C., and is now engaged in the location and construction of its Railroad, having large subscriptions of home means. It has never issued any bonds of any description, and has no agents or contractors either at San Francisco or any of the Atlantic cities, and no one authorized to represent it there.

2nd.—This new company, now using our corporate name, was gotten up in April, 1867; and although the Governor of Oregon is President of it, we hesitate not

to state, that its organization is spurious, and its operations justly suspicious. It has no just or legal right to that name, and a suit in Equity is now pending in the Circuit Court of this State for Marion County, to enjoin the further use of the name, and also an action of *Quo Warranto* by the State of Oregon, to forfeit all its corporate rights, if it has any, for the reason that it has failed to prosecute the object named in its articles of Incorporation, for more than six months, as the General Incorporation Law requires; and for the further reason, that it has no legal organization, a Board of Directors having been elected without any subscription of the Capital Stock as the law requires.

We may further state that the character of this bogus company is such that W. S. Ladd, Banker of this city, and Ex.-Gov. Gibbs, refused to act as trustees in their mortgage, after their names had been printed on the face of the Bonds. The Company has never made any location or the least of a survey of the road they propose to construct, nor have they a dollar in the world of any kind of property. The Company is in every respect a humbug and its bonds are worthless.

Any person desiring information on the subject, are referred to A. E. & C. E. Tilton, Bankers of New York City, or Thos. M. Isett, Broker, in same City.

By order of the Board of Directors:

J. Gaston,

W. C. Whitson,
Sec. O. C. R. R. Co.

Prest. O. C. R. R. Co

GOVERNMENT'S EXHIBIT 103.

These circulars were sent everywhere.

OREGON CENTRAL RAILROAD BONDS.

Office of the O. C. R. R. Co., Portland, Oregon, May 1st, 1868.

TO WHOM IT MAY CONCERN:

The Board of Directors of the Oregon Central Railroad Company, deem it proper and right to renew the caution issued to the public in December last, in relation to the use of its corporate name by another Company; and for that purpose beg leave to submit the following statement of facts:

1st. The original "Oregon Central Railroad Company" was the only corporation in this State entitled to use this name, was incorporated under the General Incorporation Act of this state, at the session of our Legislature for the year 1866; and at that time went before the Legislature then in Salem, and procured the passage of House Joint Resolution No. 13, which designates this Company to receive all the land, and all the benefits of an Act of Congress, entitled, "An Act granting land to aid in the construction of a Railroad and Telegraph from the Central Pacific Railroad in California to Portland, Oregon," so far as the land grant is located in Oregon. (This Act of Congress gives the Company about three million acres of land). Our Company has filed the necessary papers in the Department of the Interior at Washington, and has been officially recog-

nized by the Secretary of the Interior. The Legislature of our State, at the same session named, passed an Act, pledging the State to pay interest on one million dollars of our Bonds for twenty years. After receiving these grants from the State, and the recognition of our rights to the land grant, by the Secretary of the Interior, we commenced surveying our line of road upon the west side of the Willamette River, and solicited subscriptions to the capital stock of the Company, and we now have subscriptions and donations of land, cash and other valuable property in aid of the road, amounting in value to near $300,000. In February last, the City Council of the City of Portland, upon the petition of nine-tenths of the voters of the City, passed an Ordinance, binding the City to pay interest on $250,000 of our Bonds, for twenty years, all deliverable on the first twenty miles of road. In March last, the County Commissioners of Washington County, upon the petition of four-fifths of the farmers, entered into a contract, obligating the County to pay interest on $50,000 of our Bonds. On the 15th ult., we "broke ground" in the commencement of our work, and a force is rapidly pushing the work. We submit that these facts, showing our standing at home, should give us a fair name abroad.

2d. On the 22d day of April, 1867, some six months after the incorporation of our Company, and five months after the adjournment of our Legislature, some parties at Salem, on the east side of the Willamette River, got together and incorporated another Company in the name of the "Oregon Central Railroad

Company," fully assuming and attempting to usurp our corporate name. They proceeded to elect a Board of six Directors, and that too, without subscribing the capital stock on one-half thereof, as our Incorporation law requires before the election of Directors. They let a contract to A. J. Cook & Co., to construct one hundred and fifty miles of their road; and now one year since their contract was let A. J. Cook & Co. have just commenced work with a small force. Recently this Company No. 2 has enlarged its Board of Directors, electing twenty-one gentlemen from various parts of the State, three-fourths of whom know nothing of this Company, and consider their appointment merely "honorary." In December last, M. F. Mulkey, Prosecuting Attorney of the 4th Judicial District, commenced an action of *quo warranto* against this usurping Company, to annul its existence for violation of the law in the election of Directors without subscribing stock. On this day our Company has filed a Bill in Equity, in the Circuit Court, for Marion County, (where the usurping Company has its office) against the second Company, praying for an Injunction against their further use of our corporate name. The papers are now in the hands of the Prosecuting Attorney of the 3d Judical District for another *quo warranto* action to annul the existence of the second Company for a failure to prosecute its business for a period of six months, as our law requires.

These facts are stated now, because A. M. Loryea, the Agent of the second Company, has started to the

Atlantic cities with a large amount of Bonds of this second Company, and which read as if they were the Bonds of our Company. Every one will see, that if any one of the above three actions at law are maintained against the usurping Co., their organization is destroyed, and the Bonds rendered worthless to all intents.

We beg leave to state further, that on the 12th ult., Captain J. C. Ainsworth, President of the Oregon Steam Navigation Company, and a Director of our Company, proposed to James P. Flint, of the firm of Flint, Peabody & Co., of Boston and San Francisco, and who interests himself in behalf of the second Company, that all matters in dispute between the two companies should be submitted to arbitrators; or by amicable suit to the Courts and have them settled immediately. Mr. Flint endeavored to get the second Company to accept this proposition, but they declined. Since that time, Ex-Governor A. C. Gibbs, our Attorney, met the Attorneys of the second company in the argument of a part of one of said cases, and proposed and requested that they should try the whole case on its merits, and for the best interests of all parties, and of the State, settle all questions in dispute as soon as possible; and this proposition was rejected. Our Company has used every means to secure a speedy settlement of all questions in dispute, but we have been opposed by the delays of the second Company. We may state further, that such is the character of this second Company, that W. S. Ladd, Banker, and Ex-Governor Gibbs, (before he became our attorney) refused to act as Trustees in their mort-

gage, after their names had been printed on their Bonds.

We have issued no Bonds, have no Agents in New York or elsewhere yet. We cannot give an Eastern reference; but we have no doubt that if application was made to Julius M. Keeler, of the Oregon and New York Commission Agency, No. 95 Liberty Street, New York, parties interested in knowing the truth, could learn something of the character of the parties comprising our Board, and thereby the truth of these statements, all of which we stand ready to prove by affidavits or home reference to any business man, of the city of Portland. We only desire that parties interested should investigate the matter. By order of Directors.

J. Gaston

President O. C. R. R. Company.

(SEAL)

T. R. Cornelius, W. T. Newby, J. C. Ainsworth, W. C. Whitson, J. Gaston, Directors O. C. R. R. Company.

GOVERNMENT'S EXHIBIT 104

Preserve this.

About May 1st, 1868, the "East Side Co." published this pamphlet all over the Country; and to which Gaston replied as follows this.

ADDRESS

TO THE

PEOPLE OF OREGON

BY THE

OREGON CENTRAL R. R. CO.
OF SALEM

SALEM, OREGON
A. L. STINSON, BOOK AND JOB PRINTER
1868

[5158]

ADDRESS

To

THE PEOPLE OF OREGON.

By the Oregon Central Railroad Co., of Salem.

The Directors of the Oregon Central Railroad Company, deem it proper to present the following statement:

The capital stock of the Company is $7,250,000. This being the represented cost of the first 150 miles of the road. $5,250,000 of this is common stock, which will be offered for sale at ten cents on the dollar. On payment of ten per cent. for the stock purchased, certificates will be issued as full paid stock, and the word "non-assessable" will be printed on the face of each certificate, to protect the holder from ever being called on to pay any additional amount or assessment.

The actual cost of the road will be $5,250,000, in payment for which First Mortgage Bonds will be issued to the contractors for.....$2,400,000
Second Mortgage Bonds will be..... 2,400,000
And we promise to raise cash 450,000

$5,250,000

We have agreed to raise, to be applied on the work as it proceeds, the sum of $3,000 per mile, which we can do by the sale of common stock, at ten cents on the dollar. We expect the great benefits to be conferred on the country by the building of the road, to be sufficient

inducement to all property owners and business men to aid the enterprise according to their ability. The contractors, A. J. Cook & Co., volunteer to give every purchaser of stock their obligation to redeem the stock, within two years, by repayment of the sum, in coin, originally paid for the same. The question of the value of the investment, independent of their promise, can be answered by a few statistics of the cost of railroads in other states, and the income derived from their successful operation.

Seven railroads in Vermont cost $40,824 per mile. Thirty railroads in New York cost $49,963. The cost of the Oregon Central Railroad is only $35,000, being $5,824 per mile less than the cost of railroads in Vermont, and $14,963 less than the cost of the railroads in New York. The roads in both of these States pay large dividends on the amount of their cost, and it is reasonable to expect that our road will eventually pay a large income, far more than is sufficient to meet the interest, while its value, when it shall become connected with the California road, and be a great national thoroughfare, connecting the North Pacific coast with San Francisco, and the Central Pacific Railroad, will be so increased as to insure that it will be able in a few years to pay off the debt and be the property of the stockholders. Its benefits to the country will be immediate, in increasing the value of property as well as the amount of business and population. There are many reasons why the people of Oregon should own this stock. One is that the possession of the majority of the stock carries with

it the control of the Road, and the people of Oregon should not permit the controlling interest of so important a work to pass into the hands of outside capitalists, who might fix an unreasonable tariff for the transportation of freight and passengers.

As another reason—the influence exerted by a live Oregon corporation would be favorable, both at home and abroad. At home, in regulating the location of stations and depots at suitable points, employing persons favorable to the best interests of Oregon, and in electing officers from among our own people to manage the affairs of the company. It would exert a favorable influence abroad to have it appear that this great road is owned and conducted by the people of the State.

The following item, taken from the New York Tribune, shows in one sentence the importance of railroads in enhancing the value of the States which built them. "Twelve counties in Missouri through which the main-line of Railway to the West runs, have increased their valuation more than $135,000,000 since the roads were built. Ten counties without roads have fallen off since 1860."

There are 5,000,000 of acres of excellent land in the Willamette, Umpqua, and Rogue River valleys, besides the region bordering on them, whose timber and mineral wealth are to be affected by the construction of the Oregon Central Railroad. These valleys and timbered and mining lands are capable of supporting a permanent population of two millions of souls, and the

effect of the construction of the road would be, within five years, to add over $50,000,000, to the landed wealth of these three valleys, while incidentally it would introduce an era of progress that would in the same time double the value of every other material interest in this State.

The Willamette Valley alone contains 3,000,000 acres of rich agricultural land. It is larger than the State of Massachusetts, and capable of supporting a much larger population. The time will come when a million people will occupy it; when its valuable forests, coal fields, and rich mineral deposits, will be called into requisition, to add to our wealth, and make an enlarged industry profitable. Our streams will be lined with manufactories, and an enlarged commerce will make this Road a source of great wealth to Oregon in aiding to develop its resources. Favorable arrangements are made with capitalists at the East, but they demand that the people of Oregon shall themselves take an interest in the enterprise, and lend it a reasonable amount of aid; and as we have already mentioned, the contractors, A. J. Cook & Co., are willing to give every purchaser of stock a written guarantee to redeem the same in two years' time, if the holder thereof desires. The question will naturally arise in every mind: "Why do we get non-assessable stock issued to us by paying ten cents on the dollar?" that is to say, why do we receive a certificate that we have fully paid for a share of the common stock, calling on its face for one hundred dollars, by paying one-tenth of that sum? The answer

is very simple and plain. The Company has borrowed nine-tenths of the cost of the road at the East, and each share of the comomn stock, or the property of the Company which it represents, is therefore mortgaged for nine-tenths of its value. The stockholder therefore buys it subject to the mortgage, and there is only ten dollars due thereon, or in other words there is a credit of ninety dollars on each share, represented by the bonds the Company issues, and the stockholder purchases, knowing that the stock is pledged for 90 per cent. of its value, and for 7 per cent. interest per annum thereon.

STATEMENT OF FACTS.

The Directors of the Oregon Central Railroad Company of Salem, incorporated April 22d, 1867, impelled by a desire to give correct information to all interested, which is due to the public, and also as an act of simple justice to themselves, and the enterprise they represent, proceed to notice for the first time, publicly, the misrepresentations that have been industriously circulated, by certain parties, to their prejudice, and to defeat that enterprise. This explanation and vindication requires of us a statement of facts, as to the organization of this corporation, the character and progress of our negotiations, and our present prospects; and it is necessary that we present plainly and briefly a statement of those obstacles thrown in our way by certain persons who were determined the great work we have in view should not proceed, if it did not obey their interested motives, and pay tribute to their mercenary views.

The Oregon Central Railroad Company was projected by a number of the present directors in the fall of 1866. Proposals from foreign capitalists, looking to the construction of a great trunk railway that should connect the waters of the Columbia with those of the Sacramento, were received by them, and the eminent names attached thereto induced the belief that such an enterprise was practicable, and that an Oregon corporation should be formed, with a view to consider such proposals as might be offered, and secure such aid from the general and State Governments, as would be necessary, and could be legitimately granted to aid so important an enterprise. Steps were taken to complete such an organization according to our State laws, not for the purpose of acceding to the proposal already made, but of making the best terms possible with foreign capitalists for the building of the Road. The gentlemen alluded to, feeling that the enterprise, when successful, should recognize and reward those who had been its earliest advocates, invited to their counsels an individual who had no personal claims upon them, but who, they thought, had devoted much time and effort to the consideration and advocacy of such an enterprise. They allowed him to draw up papers of incorporation, with the understanding that certain persons should compose the Company; they were assured by him, and the same assurance was made to the Legislature, that the articles of incorporation were completed, and properly filed October 6th, 1866, and they labored through the session of the Legislature, then being held, to secure a

recognition from the State that this Company, organized at that date, should be entitled to the land granted by Congress for the construction of such a Road, and should also receive substantial aid from the State. Such a recognition was made, and a bill was passed to grant the desired aid. Joseph Gaston, the individual referred to, who drew up the papers, and obtained the signatures thereto;—who had given assurances that they had been properly signed, and filed with the Secretary of State and County Clerk, according to the Incorporation law, failed to so legally complete such papers, or to so put them on file on the 6th of October, or at any time previous to the passage of the Resolution of the State Legislature, recognizing such Company as entitled to the land granted by the General Government, and the Act to otherwise aid the same, by the State of Oregon. Acting in good faith, the majority of the original incorporators had, according to law, designated two of the incorporators as empowered to open stock books for the Company. A meeting of Incorporators was held, at which J. Gaston was present, and he thereat presented a copy of the pretended Articles of Incorporation, which at that time—about the 7th of November—was still incomplete, as the signatures were not acknowledged. He learned then that a majority of the names thereon had designated persons to open books, and gave his assurance, that he would, as a Notary Public, immediately complete the certificates of acknowledgment, and place the same on file, as required by law. The next information that was had of Gaston's proceedings, was through pri-

vate sources, to the effect that he was combining with certain parties in the city of Portland to secure the control of the franchise, and divert it to the use and profit of a few persons, who bound themselves, in a compact, as to the manner in which they would use and dispose of the same to their mutual advantage. For this purpose Mr. Gaston procured additional signatures to the Articles of Incorporation, of persons who had no desire or intention to maintain a permanent connection with the enterprise, but who signed as a matter of accommodation to Gaston, and at the same time signed a paper designating him as the person to open stock books. He only ceased getting such signatures when a majority of the names signed had so designated him to receive subscription, so that he, and the persons who conspired with him, could easily go through a form of subscribing the stock, and so own and control the franchise, and turn the same to their own private uses. Private information of this conspiracy induced the persons whose interests were thus being betrayed, to execute and file, on the 17th day of November, 1866, Articles of Incorporation in the name of the Oregon Central Railroad Company, by which means the efforts to subvert their interests were foiled, for these being the first Articles of that name on file, had the prior claim to the name, and to any rights and privileges pertaining thereto. Mr. Gaston filed his papers, signed by 18 persons, on the 21st, and all but the last three names on the same were acknowledged before him as Notary Public, and on that account were void and illegal, because he was not, at

the time of making the certificate, a Notary Public, his commission having expired, and therefore his certificate of acknowledgment was null and void.

In the Spring of 1867, S. G. Elliott and T. R. Brooks visited Oregon, to arrange with an Oregon corporation to construct a railroad of 150 miles, from Portland, south through the Willamette Valley. With a full knowledge of all the facts in the case, the Articles of Incorporation, filed Nov. 17, were abandoned, because they were not deemed sufficient for the purposes of the enterprise in view, and in preference to amending them, it was deemed advisable to execute and file new Articles, that should exactly express the objects the Company had in view. New Articles were filed April 22d, 1867, and *and* soon afterwards the Company entered into a contract with Mr. Elliot, as attorney for A. J. Cook, to construct 150 miles of road from Portland south, for $35,000 per mile, to be fully equipped for operation. The same name was adopted, inasmuch as we thought the title appropriate, and believed that the papers acknowledged before, and filed by Gaston, were null and void. (And it seemed to us, that being the projectors of the enterprise then already publicly known as the Oregon Central Railroad Company, we were justly entitled to it).

The origin of this enterprise dates back to the year of 1863, when S. G. Elliott, a Civil Engineer, organized an engineering corps in the interest of a California corporation, which intended to construct a road from Marysville north, to the Oregon line. After reaching

Oregon, having a good corps of engineers at work, and a full set of instruments, Elliott concluded to continue the survey into the Willamette Valley. It was owing to the energy and enterprise of Mr. Elliott that the original survey was made, and Mr. Gaston owed it entirely to him that he (Gaston) was then known in connection with it, and he also owes it to Mr. Elliott's influence that we requested him,—though with a reluctance after events justified—to take part in the incorporation and formation of the Oregon Central Railroad Company. Mr. Elliott was fully satisfied, from the information gained in his survey, that the project of constructing a railroad from the Sacramento to the Columbia could be accomplished, and from that day to this, for five years, he has directed his efforts to secure its construction. As Chief Engineer of the California and Oregon Railroad Company of San Francisco, he has been employed in negotiations at the East, where he has had several pamphlets published and circulated, giving information of the resources of our country, and of the value of the railroad enterprise in question. During that time he has spared no efforts to interest capital in this scheme. It was due mainly to his earnest efforts, that, against the determined opposition of interested parties, Congress passed the Act granting 12,800 acres per mile of public lands to aid the enterprise, and when he came to Oregon in April, 1867, he felt sanguine that he had obtained such financial aid as would secure its success, and sought to carry it on in connection with an Oregon incorporation, which

should command the confidence of Eastern capitalists, as a safe vehicle for them to operate through and with.

It was plainly understood, then, that a certain amount of aid must be derived from the people of Oregon, and the Company was urged to immediately canvass the State to secure it. But we were confident that the great advantages to result would secure a reasonable amount of help at home, and therefore have ever declined to make any appeal to the public until they could see the work commenced in earnest, and so not lay ourselves liable to any just assaults, or charges that we were either unjustifiably asking aid, or giving the people cause to entertain expectations that might not be fulfilled. Mr. Elliott returned East to complete his negotiations, having matured his plan of action with the Company here. Our transactions were soon embarrassed by a suit commenced and prosecuted by Gaston, asking an injunction against our use of the Company's name. He having in the mean time made a change of base, and induced people west of the river to believe he could insure the completion of a road from Portland south, on the west side of the valley, and that we were wrongly and feloniously using their name and franchise. This suit was decided in our favor, Judge Boise ruling that there was no conflict of name shown, as the Companies were organized in different years, and one was located at Salem, and the other at Portland; nor did they show that our Company made any claim to their franchise, or rights and privileges. These legal proceedings caused a suspension of operations at home, and

deferred the commencement of the work. In the mean time Mr. Gaston was no less busy endeavoring to injure the progress of our negotiations at the East by writing letters addressed to every prominent man he thought we could negotiate with, and finally by sending printed circulars to all the principal cities, and through the financial circles, signed by himself as President of the O. C. R. R. Company, which acts would lay him liable, as a common slanderer and defamer, to be mulct in damages, if he was in any sense personally responsible for his words and acts. We give the following extracts from a letter, written by him, to the editors of the Railroad Journal, a copy of which was returned to us by a friend, to whom it was shown. After modestly claiming that by his individual efforts he had secured legislation for the payment of interest on a million dollars of bonds, in the following language: "I, at that time went before the last session of our Legislature, and secured from the Legislature, &c.," and failing to state that the grant of land by Congress was secured by the efforts of Mr. Elliott, he says:

"This grant of course made our franchise worth something, so much so that black mailers were tempted to incorporate another Company."

After detailing the operations of our Company in making a contract with A. J. Cook & Co., (Pencil notation on margin as follows: "afterwards proved to be a fictitious concern") he made the following statement, which was entirely false: ,

"The operators have printed several million dollars of bonds, and actually signed and sent on about $500,-000 in their bonds to New York."

In that letter he misstated the position of leading men towards the Company, and the objects of our Company; the character of prominent members of the Company were libelled, the facts throughout were falsified, and he winds up with asking the publication of a notice warning "Bankers, brokers and investors" against any investment in the bonds of the Oregon Central Railroad Company of Salem, Oregon.

Persistent and unmitigated falsehood had the effect to delay and embarrass Mr. Elliotts' plans, until information could be had as to the character and intention of their author, for the persons to whom he (Gaston) referred the public, immediately denied any knowledge of the statements they were to corroborate.

A circular issued from Portland, January 1st, 1868, signed by J. Gaston, President, and W. C. Whitson, Secretary, O. C. R. R. Co.,—unauthorized, as we are informed, by either Mr. Whitson or the Board of Directors,—was extensively circulated, which denounced our Company as swindlers, and referred all interested to Messrs. A. E. & C. E. Tilton, N. Y., for corroboration, but these gentlemen, and Mr. W. S. Ladd, their partner in Portland, deny having any disposition to corroborate such statements, or even having authorized the use of their names in such a manner. In a private note which accompanied one of these circulars, he adds:

"No stone will be left unturned, either in the courts or in the next Legislature, to compel these arrogant, franchise stealing gentlemen, to observe the rules of common honesty and decency."

It is will enough, in this connection, to state that a large proportion of the gentlemen who were to constitute the original incorporators of the Company, in fact all those who were expected to take part in its permanent organization, with one exception,—Gen. Palmer, who expresses himself friendly to our enterprise—are now members of our Company, and harmoniously working for its success, while not a single one of those who took part in it at the time, and adopted the name Oregon Central Railroad Co., is now connected with Gaston in his enterprise and in his claim that we are usurping both the name and the franchise of their corporation. Those who are connected with him are probably unaware of the frauds that have been practiced by him on his early associates.

The charge has been extensively circulated that we are seeking to defraud the West side of the river of a valuable franchise—of State and Government aid—in answer to which we have only to say, that we recognize that the Act of Congress granting lands, and the Act of the last Legislature of Oregon, are both inoperative, from the fact that the terms and stipulations of those Acts have not been, and cannot be, complied with. Any aid to be granted railroad enterprises in Oregon must be re-enacted by both the State and General Government, and we have no hesitation in affirming that we

claim no grants, privileges, or rights for our Company, we do not desire also extended to the West side of the valley. Our Company has never entertained or expressed any hostility to the West side road, or deemed its progress an obstacle in our pathway, but on the contrary, we have often expressed to members of the West Side Company a desire to harmonize our interests, and work to mutual advantage. But this harmony would not suit Joseph Gaston, though but for his misrepresentation we believe it could easily be effected, and but for him both enterprises would now be further advanced than they are.

A committee has been appointed to consider and report upon the branch roads necessary to connect the main route with all parts of the Willamette Valley; the contractors having made proposals to construct such roads at a very reasonable sum. Some of these proposed roads are laid down and described on the map of the Company, generally circulated, and whatever road may be built on the West side we intend to construct branches to bring the Oregon Central into connection with every valuable district of the valley, and interest every county in our success.

There are at the present time two law suits pending. One commenced by Gaston last fall, to invalidate our Corporation, and the other, in self defence, lately commenced, to test the legality of the Gaston Company, which, if it goes to trial, will draw out fully the particulars of proceedings we have here briefly alluded to, and will, we have no doubt, prove the frauds we have

intimated. The possession of the name we deem of no vital consequence, save as we have already made large contracts under it, and have recently issued bonds bearing the title. Our Company is known under it in financial circlest East. It has already a standing and importance, gained by purchase and shipment of large quantities of material, and the employment of laborers in the process of its operations. Therefore, as the Courts have decided our right to use the name, we shall not resign it, and the inconvenience of its use, if any exists, will only affect the Company that comes later into the financial field and claims it, when we are already successfully operating it. Besides, we respectfully suggest that the name O. C. R. R. Co. is a misnomer for the Company of which Mr. Gaston is now president. They have ordained irrevocably in their organization that their road shall never cross to the East side of the river. How can such a road be called Central? Any suitable change in their name would occasion them little or no inconvenience, or expense; and as we have already shown, we are fully entitled to the name, on the score of priority.

The people of Oregon will, bear in mind that we have not heretofore called on them for a dollar. Every incidental expense we have borne ourselves. The people have met no portion of the preliminary expenses, and they can now see for themselves that the work progresses. We deemed this policy preferable to collecting money and levying assessments before any satisfactory proof was given that the work would be done.

We expect you to aid us to the amount we have promised to raise, for your own benefit, but it is our design—in the future as in the past—to protect your interest, and preserve our own good name, by every reasonable guarantee. If we had entered upon this work with any design of speculating upon the public credulity, and deriving a profit from the general anxiety for a railroad, we could, in imitation of others, have got subscriptions to stock, and levied assessments, and so have derived means for payment of salaries and incidental expenses, but we determined to remain clean-handed, and deserve public confidence and respect by disinterested action. We considered ourselves the custodians of a great enterprise, in which all Oregon is interested, and we are, and ever shall be, ready and willing to render an account of our doings and progress, and consult the best interests of the State and the public, while the charge of this great enterprise remains in our hands.

GOVERNMENT'S EXHIBIT 105

STATEMENT OF FACTS

RELATIVE TO THE

INCORPORATION AND ORGANIZATION

OF THE

OREGON CENTRAL RAILROAD CO.

OF

SALEM, OREGON

INCORPORATED, APRIL 22, A. D. 1867

And reasons why such company is entitled to the benefit of the land grant given by Congress in aid of a railroad and telegraph line from Portland, Oregon, southerly through the Willamette, Umpqua and Rogue River Valleys, to the Central Pacific Road, in California, passed July 25th, 1866, and also why no other company has any legal or equitable right thereto.

——oOo——

Portland, Oregon;
Carter & Himes, Book and Job Printers,
1868.

[5176]

THE OREGON CENTRAL RAILROAD COMPANY,

of

SALEM, OREGON.

IS IT ENTITLED TO THE CONGRESSIONAL LAND GRANT OF JULY 25th, 1866.

——oOo——

The Oregon Central Railroad Company—a corporation incorporated and organized under the laws of the State of Oregon, at Salem, Oregon—claiming, as it is, to be entitled to the control and management of the land grant given in aid of a railroad and telegraph line in Oregon, by virtue of being designated as such corporation by joint resolution adopted by the Legislature of the State of Oregon, in October, 1868; and another corporation having also made claim to such land grant, we, the undersigned, Directors of such corporation, deem it but just, and proper, both to the Departments at Washington and the people of the State of Oregon, to make a statement of facts relative to the incorporation and organization of the two companies, and give the reasons why the claim of the company we represent is valid; and also why the claim of the other is without even the slightest foundation of right.

And before proceeding to such statement, and reasons why, let us have a clear and distinct understand-

ing as to the nature of the grant, and also as to the steps necessary to be taken, in order that any corporation can legitimately make claim thereto.

The grant consisted of 12,800 acres of land per mile, to aid in the construction of a railroad and telegraph line from Portland, Oregon, southerly through the Willamette, Umpqua and Rogue River valleys, to connect with the Central Pacific Railroad in California; the land to be taken by alternate sections, on either side of the line of the road, within a certain distance. The evident object of the grant, therefore, was, not merely to aid in the construction of a short line, or side road, in Oregon, but the purpose clearly was to aid in the construction of a grand central road, running centrally through Oregon, and on through the whole of Northern California, to the Central Pacific; thus constituting a mighty arm in that grand system of railways now spanning the continent.

At the date of the passage of this act by Congress (July 25, 1866,) there was a corporation already in existence in the State of California, organized under the general incorporation law of that State, in anticipation of the passage of this act by Congress, and for the purpose of receiving the grant, so far as it related to that State. This was the "California and Oregon Railroad Company;" and, consequently, the name of this company was inserted in the act of Congress, and it was by the terms of such act designated as the corporation to take the grant of lands, so far as they lay in the State of California. (See sections 1st and 2d

of such acts, pages 245-6 of Session Laws of Congress. first session 39 Cong.)

In Oregon, however, there was not at the date of the passage of this act any company in existence to take the grant; consequently, the Congress, instead of designating by name a company to take and manage the grant in Oregon, provided that the grant, so far as it related to this State, should go "to such company organized under the laws of Oregon as the Legislature of said State shall hereafter designate." (See section first of such act.)

It is very evident, therefore, from the language used, that before the Legislature could designate any company, such company must be organized, or at least in existence, by having done those acts essential to corporate, being "under the laws of Oregon," as the Legislature could not designate a company not in esse at the time of such attempted designation, or in any manner clothe with power an unborn corporation any more than a person in being could make a grant to an unborn child that would be effectual. The very most that could possibly be claimed in favor of such a proposition in the absence of any requirement in the act of Congress to the contrary, would be this, that the Legislature might possible (and we even deny this power), by using language relating to the future, grant certain rights or privileges to a company to be organized in the future, but in such case their language would necessarily relate to the future, and be conditioned upon such contemplated organization. A designation in the

present tense, as was attempted in the joint resolution of 1866, hereinafter referred to, pre-supposes that the company designated is already in existence, for a present designation of a company not in existence is a legislative impossibility and a futile act. In such a case the designation is fictitious, and it must be presumed that the Legislature was either mistaken or imposed upon by others.

Having said this much in relation to the nature of the grant, and the acts necessary to be done before the Legislature could possibly designate any company to receive it, we will ask the question:

By what authority do the two companies referred to, claim that they are entitled to the grant? Neither of them was designated or named in the act of Congress as the one that should receive it. Both admit that before either can rightfully claim it, it must be designated by the Legislature of Oregon as the one to which it shall go. And, therefore, both companies are now claiming that they have been so designated. The company we represent claim that they were legally designated by the joint resolution of the Legislature of October 20th, A. D. 1868, and that there never was any legal designation prior to that date; while the company known as the Gaston or West-Side Company, claim that they were legally designated by the Legislature of 1866, by joint resolution of that body, of date October 10th, A. D. 1866, and they claim that by virtue of that designation, they acquired vested rights which cannot be taken away by the action of any subsequent Legislature.

Now, we freely admit that if the Gaston or West-Side corporation was organized, or in being at the date of the adoption of the joint resolution of October 10th, A. D. 1866, and such resolution referred to such corporation, then in existence, that then the claim of that company, as to vested rights, might be good; provided, it was free from fraud; and, provided further, such company had adopted a route in accordance with the requirements of the act of Congress, which they did not, as we *we* shall subsequently show. But here, at this point, is a prominent, stubborn, insurmountable fact, established and confirmed by the Record, that at once deprives this West-Side Company of the benefit of any such claim; and that is this, which we assert without fear of successful contradiction:—

There was not at the date of the passage of the joint resolution of October 10th, A. D. 1866, any "Oregon Central Railroad Company" in existence, or incorporated, in the State of Oregon, much less was there any such company then organzed; nor was there any such company in existence at any time during the whole session of that Legislature.

Now, we shall insist, if we make this proposition good by proofs, that we at once dispose of every claim legal and equitable, which the West-Side Company make to the grant in question.

Before proceeding to the proof of this proposition, let us premise by a clear statement of the acts necessary to be done under the laws of Oregon, in order to create

a corporation. For this purpose we quote from the general incorporation law of Oregon, as follows:

"Sec. 1. Whenever three or more persons shall de-"sire to incorporate themselves for the purpose of engag-"ing in any lawful enterprise, business, pursuit, or occu-"pation, they may do so in the manner provided in this "act."

"Sec. 2. Such persons shall make and subscribe "written articles of incorporation in triplicate, and ac-"knowledge the same before any officer authorized to "take the acknowledgment of a deed, and file one of such "articles in the office of the Secretary of State, another "with the Clerk of the county where the enterprise, busi-"ness, pursuit or occupation is proposed to be carried on, "or the principal office or place of business is proposed "to be located, and retain the third in the possession of "the corporation."

Section 5 of the same act is in these words: "Upon "the making and filing of the articles of incorporation, "as herein provided, the persons subscribing the same "are corporators, and authorized to carry into effect the "object specified in the articles, in the manner provided "in this act; and they and their successors, associates "and assigns, by the name assumed in such articles, shall "thereafter be deemed a body corporate, with power," etc.

Now, it is clear that no corporation can, under the laws of Oregon, be created, or have a being until they have complied with the requirements of the foregoing

sections. That is, the persons wishing to incorporate must "first make and subscribe articles in triplicate." They "must acknowledge them before some officer authorized to take the acknowledgment of the deed." But even this is not enough, for they must file these articles, "one in the office of the Secretary of State, another with the Clerk of the county where the enterprise, business, pursuit or occupation is proposed to be carried on," or where "the principal office or place of business is proposed to be located," and retain the third in possession of the corporation. When all these things are done, and not before, they, in the language of section 5 of such act, "shall thereafter be deemed a body corporate, with power," etc.

What are the facts with reference to the Gaston or West-Side Company? When did they file their articles of incorporation? Was it before or after the adoption of the joint resolution of October 10th, 1866, designating the "Oregon Central Railroad Company" as the one to receive the grant? If before, and they before that date had organized by the election of a Board of Directors, then in case there had been no fraud, and they had complied with the act of Congress in establishing the line of their road, we are ready to concede their right to the grant; if not until after, then we deny their right in toto, even if there had been no fraud.

Upon this subject let the record speak for itself, showing as it does that their articles were not filed either in the office of the Secretary of State or in the office of the County Clerk of Multnomah county, until over

one month after the Legislature of 1866 had adjourned.

The following is a certified copy of the articles of incorporation of the Gaston or West-Side Company, as certified by the Secretary of State, under the great seal:

COPY.

Know all men by these presents, that we, the undersigned, citizens of the State of Oregon, do hereby associate ourselves together as a private Incorporation, under, and by virtue of the General Incorporation Law of said State.

1st. The corporation hereby created shall be known as the "Oregon Central Railroad Company," and its duration unlimited.

2d. The object and business of the corporation shall be, to construct and operate a railroad from the city of Portland through the Willamette valley to the southern boundary of the State, under the laws of Oregon, and the law of Congress recently passed, granting land and aid for such purpose.

3d. The corporation shall have its principal office in the city of Portland.

4th. The capital stock of said corporation shall be five million dollars, divided into general and preferred interest bearing stock, in such proportions as the Incorporators or Board of Directors may deem proper.

5th. The amount of each share of the capital stock shall be one hundred dollars.

6th. The termini of the railroad proposed to be constructed by said company, shall be, for the northern end, at the city of Portland, and for the southern end, at some point on or near the southern boundary of the State, as may be hereafter determined by actual survey.

In witness whereof we have set our hands and seals this .... day of September, A. D. 1866. (5 cts. Rev. Stamp.)

J. S. SMITH, (SEAL)
I. R. MOORES, (SEAL)
J. H. MITCHELL, (SEAL)
E. D. SHATTUCK, (SEAL)
F. A. CHENOWETH, (SEAL)
JESSE APPLEGATE, (SEAL)
JOEL PALMER, (SEAL)
H. W. CORBETT, (SEAL)
M. M. MELVIN, (SEAL)
GEO. L. WOODS, (SEAL)
R. R. THOMPSON, (SEAL)
J. C. AINSWORTH, (SEAL)
C. H. LEWIS, (SEAL)
S. G. REED, (SEAL)
JOHN McCRAKEN, (SEAL)
B. F. BROWN, (SEAL)
T. H. COX, (SEAL)
J. GASTON, (SEAL)

STATE OF OREGON,)
) ss.
MARION COUNTY.)

Be it known that the persons whose names are at-

tached to the foregoing articles of incorporation, appeared before me, a Notary Public, for and within said county and State, respectively, at the times and places herein named, to-wit: J. S. Smith, I. R. Moores, J. H. Mitchell, E. D. Shattuck, Jesse Applegate, F. A. Chenoweth, Joel Palmer and H. W. Corbett, at Salem, in said State, on or about the 29th day of September, 1866, and M. M. Melvin, at Salem, on or about October 23d, 1866, and Geo. L. Woods, at Salem, on or about November 10th, 1866, and R. R. Thompson, J. C. Ainsworth, S. G. Reed, John McCraken and C. H. Lewis, at Portland, Oregon, on the 16th day of November, 1866, and they, the said several subscribing persons to the aforesaid articles of incorporation, did then and there, at the several times set forth in this certificate, sign and seal said articles before me and in my presence, and acknowledged the said signing and sealing to be their voluntary act and deed, for the purposes set forth in said articles.

In witness whereof I have here set my signature as said Notary Public, and attached my official seal this 16th day of November, 1866. (5 cts. Rev. Stamp).

(Notarial Seal) J. GASTON,
Notary Public.

STATE OF OREGON,)
) ss.
COUNTY OF MARION,)

On this, the 20th day of November, A. D. 1866, before me, a Notary Public, in and for said county, per-

sonally came the within named B. F. Brown, Thos H. Cox and J. Gaston, who are personally known to me to be the identical persons whose names are subscribed to the within instrument, and acknowledged to me that they signed the same for the purposes therein set forth.

Witness my hand and seal of office this, the 20th day of November, A. D. 1866.

(Notarial Seal) SETH R. HAMMER,
Notary Public.

Filed in the office of the Secretary of State, this 21st day of November, A. D. 1866, at 10-½ o'clock A. M.

(Seal of State). SAMUEL E. MAY,
Secretary of State.

I certify the foregoing to be a true copy.

(Seal of State). SAMUEL E. MAY,
Secretary of State.

From this record it will be seen that these articles were filed in the office of the Secretary of State on the 21st day of November, 1866, and in the County Clerk's office of Multnomah County on the 23d day of November, 1866, as shown by the following certificate of the Clerk:

OFFICE OF COUNTY CLERK)
OF MULTNOMAH COUNTY, OREGON.)

STATE OF OREGON,)
) ss.
County of Multnomah.)

To all whom these presents may come greeting: I,

Benj. L. Norden, County Clerk of the county of Multnomah, State of Oregon, do hereby certify that the articles of Incorporation of the Oregon Central Railroad Company, of Portland, Oregon, were filed in this office on the 23d day of November, A. D. 1866.

Witness my hand and seal of office, attached this 20th day of November, A. D. 1868.

(Seal) (5 cts. Rev. Stamp) B. L. NORDEN

County Clerk Multnomah County, Oregon.

Where, then, we ask, is the right of the West-Side Company to the land grant, when they did not have an existence, either in corporate capacity or as an organized company, until over five weeks after the adoption of the joint resolution of October 10th, 1866, from which alone they make claim.

But not only so—these articles of incorporation are so infected with fraud, that it would be useless to dispute the proposition when viewed in the light of the facts in the case, and the circumstances connected with their existence.

Let us look to these facts and circumstances.

On or about the 29th day of September, A. D. 1866, the following named gentlemen, whose names appear as part of the corporators in the West-Side Company, conceived the idea of associating themselves together as a corporation under the name of the "Oregon Central Railroad Company." The purpose being to construct a railroad and telegraph line in accordance with the act

of Congress of July 25th, 1866; and with the intention also of going before the Legislature of Oregon, then in session, and receiving the designation, as in the act of Congress required. In pursuance of this agreement, the present articles of the West-Side Company were drawn up, all except the certificates of acknowledgment, and were signed in triplicate by the corporators before referred to, namely: J. S. Smith, I. R. Moores, H. W. Corbett, J. H. Mitchell, E. D. Shattuck, Jesse Applegate, F. A. Chenoweth, and Joel Palmer—eight in all. These articles, when so signed, were given to J. Gaston, the present President of the West-Side Company, who was then, to-wit—September 29th, 1866—a Notary Public, for the purpose of having him take the acknowledgments, and attach his certificate of acknowledgment to the same and file them as required by law, in order to create the corporation existence. All this Gaston, as such Notary Public, agreed to do, and took such articles in his possession, and soon afterwards stated to several of the before named corporators that he had filed them as required by law, and the aforesaid corporators believed they were so filed. After this, and about the 10th of October, 1866, this man Gaston went before the House Committee on Railroads of the Legislature and falsely represented that a corporation had been duly incorporated and organized under the name of the "Oregon Central Railroad Company," by the hereinbefore named gentlemen as corporators; and the said corporators, also, relying upon the statements of Gaston, that he had attached his certificate of acknowl-

edgment to, and filed the said articles, and believing, as they did, that the same had been done, represented to the said Legislature that they were so incorporated, and asked of such Legislature to be designated as the corporation to receive the land grant.

In pursuance of such representations, and relying on the same as true, the House Committe on Railroads, on the .... of October, 1866, made a lengthy report to that body on the subject of railroads generally, wherein they referred also specifically to the land grant and to a corporation, which it is evident they supposed to be in existence at the time, composed of the persons before named. In this report the committee use this language, under the head of "The Oregon Central Railroad:"

"We come now to consider a definite proposition. "Through the efforts of a few of our citizens, acting in "conjunction with some railroad capitalists of Califor- "nia, and aided by the Pacific coast delegation in Con- "gress, a grant of twenty sections of public land per "mile has been secured from Congress to aid in con- "structing a line of railroad from Portland, Oregon, "to the Central Pacific Railroad in California. It is "made the duty of this Legislature to designate the "company which shall receive and manage so much of "this land grant as lies within the State of Oregon. "In view of these facts, the following named gentlemen "have incorporated themselves under the general incor- "poration law of this State, to-wit: J. S. Smith, I. R. "Moores, J. H. Mitchell, E. D. Shattuck, Jesse Apple-

"gate, Edward R. Geary, S. Ellsworth and H. W. Cor-
"bett, under the name and style of "The Oregon Central
"Railroad Company," for the purpose of receiving the
"said grant of land and using it, so far as it may go
"towards the construction of the proposed railroad, pass-
"ing through the Willamette, Umpqua and Rogue River
"valleys."

(See House Journal of Session 1866, of Oregon Legislature, page 256).

It will be observed from this report, and a comparison of it with the articles of the West-Side Company, that by the one, the report, the company was supposed, by the committee, to consist of eight corporators, and those eight the same persons who had originally signed such articles, and who supposed they were incorporated, with the exception that the name of E. R. Geary was substituted for that of F. A. Chenoweth; and that of S. Ellsworth for the name of Joel Palmer; whereas the present articles show the same to have been incorporated by eighteen corporators, instead of eight. How then did all this occur? We answer by a most palpable and unpardonable fraud, practiced by J. Gaston and others, who afterwards, together with him, surreptitiously and without the knowledge or consent of the original corporators, save and accept, perhaps, that of one or two of them, signed said articles of incorporation, as additional corporators, and for the purpose of entering into a secret fraudulent agreement to secure the control and management of its organization, and for the purpose of directing the route of the road to the west side of

the river from the central course intended by the original corporators, and which is required by the act of Congress; and which secret and fraudulent arrangement they did enter into, and are still attempting to carry out. And the Legislature, being thus imposed upon, as herein stated, adopted the following joint resolution, under which the West-Side Company claims title to the land grant:

HOUSE JOINT RESOLUTION NO. 1.

Relating to the Railroad Land Grant from the Central Pacific Railroad in California, to Portland, Oregon.

WHEREAS, The Congress of the United States at its last session passed an act granting land to aid in the construction of a railroad and telegraph from the Central Pacific Railroad in California, to Portland, Oregon, and made it the duty of the Legislative Assembly, of the State of Oregon, to designate the company organized under the laws of Oregon, which shall receive that part of said land grant lying within the State of Oregon; therefore,

Be it Resolved by the House, the Senate concurring, That the "Oregon Central Railroad Company"—a company organized under the general incorporation law of Oregon—be, and the same is hereby designated as the company which shall be entitled to receive the land granted, and all the benefits of an act of Congress, approved July 25th, 1866, entitled "An act granting land to aid in the construction of a railroad and telegraph, from the Central Pacific Railroad in California,

to Portland, Oregon," so far as said land grant applies to the State of Oregon.

Adopted by the House and Senate, October 10th, 1866.

I certify the foregoing to be a true copy of the resolution passed that date.

SAMUEL E. MAY,
Secretary of State.

This man Gaston, instead of attaching his certificate to said articles, as he had promised and agreed to do, and as it was his duty as such officer of Notary Public to do, and instead of filing the same in the office of Secretary of State, as he agreed to do, put said articles in his pocket, doing neither, and retained them there until three days after the adjournment of the Legislature (it adjourned October 20th, 1866), to-wit: October 23d, when, without the knowledge or consent of the original eight corporators, except, perhaps, one or two of them, he solicited and obtained the signatures of the following named persons as additional corporators to such articles, and at the date and places hereinafter stated, as shown by the certificate of Gaston's attached to such articles, to-wit: M. M. Melvin, at Salem, on the 23d of October; Geo. L. Woods, at Salem, on November 10th; R. R. Thompson, J. C. Ainsworth, S. G. Reed, John McCraken and C. H. Lewis, at Portland, on November 16th; and B. F. Brown and Thos. H. Cox, at Salem, on November 20th; and to cap the climax of base infidelity to his trust, J. Gaston, on the

same date, November 20th, attached his name as an additional corporator; and, on the 16th day of November, 1866, he attaches his certificate and seal as Notary Public, for the first time, to said articles; and, on the 21st day of November, 1866, he, for the first time, files one of the triplicates of such articles in the office of the Secretary of State; and, on the 23d day of November, 1866, files another in the office of the County Clerk of Multnomah County. (See certificate of Benj. L. Norden, Clerk, before cited.) And for the purpose of showing the manner in which Gaston obtained the names of at least two of the ten additional corporators to the articles of the West-Side Company (or rather to the articles which were intended for the company we now represent, but which he fraudulently carried off and appropriated to his fraudulent purpose), we insert the following affidavits of T. H. Cox and B. F. Brown:

COPIES OF AFFIDAVITS OF T. H. COX AND B. F. BROWN.

STATE OF OREGON,)
) ss.
MARION COUNTY.)

We, Thomas H. Cox and B. F. Brown, being duly sworn, severally depose and say, that on or about the 20th day of November, A. D. 1866, Joseph Gaston requested us to sign articles of incorporation of "The Oregon Central Railroad Company," assuring us that several names more were needed to properly complete and organize said company; that with the view of assist-

ing to complete said incorporation, we did sign the same, and also a paper appointing said Gaston general canvassing agent for the company, with a salary; that we have taken no part in the said company otherwise than as above. The foregoing statement is to the best of our knowledge and belief.

T H. COX.
B F. BROWN.

STATE OF OREGON,)
) ss.
MARION COUNTY.)

Subscribed and sworn to before me, by said T. H. Cox and B. F. Brown, the 12th day of November, A. D. 1868. Witness my hand and seal.

(Notarial Seal) SAML. A. CLARKE,
Notary Public.

It is well, also here, to remark that the commission of J. Gaston, as Notary Public, expired on the 10th day of October, 1866, and he then ceased to be such Notary Public; and from that date, at no time until November 20th, was he a Notary Public, or authorized to take the acknowledgment of deeds, or of articles of incorporation, or to use a Notarial seal. Upon this point, we will permit the Record to speak for itself:

CERTIFICATE OF SAMUEL E. MAY, SECRETARY OF STATE.

STATE OF OREGON,)
DEPARTMENT OF STATE,)
November 10th, 1868.)

I, Samuel E. May, Secretary of State for the State of Oregon, do hereby certify that the commission of Joseph Gaston, as a Notary Public for Marion County, State of Oregon, expired on the 10th day of October, A. D. 1866, at which time he ceased to be such Notary; and that at no time after the said 10th October, 1866, during the remainder of the month of October, 1866, and until the 20th day of November, 1866, was he, the said Joseph Gaston, in commission as a Notary Public for said State, or authorized to do business as such officer.

Witness my hand and the seal of said State, the day above written.

(SEAL OF STATE) SAMUEL E. MAY,
Secretary of State.

But the object of the refusal of Gaston to attach his certificate when he should have done it, and file the articles, will be still more clearly apparent when it is known that he—Gaston—on or about the 16th day of November, 1866, fraudulently confederated with (and they with him) five of the ten persons whose signatures he surreptitiously and fraudulently obtained to said articles after the adjournment of the Legislature, and for the purposes heerinbefore stated, entered into a written agreement with them, of which the following is a copy:

SECRET, FRAUDULENT AGREEMENT.

"We, the undersigned, part of corporators in the Oregon Central Railroad Company, of Portland, Ore-

gon, for the purpose of controlling the organization and future management of the said corporation, and to make money and business thereby, do hereby bind ourselves together, in the following contract, as equal partners:

1st. Each person here subscribing shall own, have, and be entitled to receive one-sixth of all the profits, dividends, and moneys which can be made by and out of the ownership, contract and management of the said corporation, its franchises and other property.

2d. That each of the parties hereto shall always be entitled to a place in the Board of Directors.

3d. That the managing officers and agents shall always be selected from the parties hereto.

4th. That this contract and agreement *shall not be known to the public as are other partnerships,* (the italics are ours) and in no case shall any one or more of the parties hereto have any right or power to bind the other parties to this contract in any matter of indebtedness, or pecuniary liability, without their previous consent or subsequent ratification, and any attempt to do so shall forfeit the entire interest of said party in this contract to his other partners.

5th. *No assessments, charges, or expenses of any kind, shall ever be levied or collected by the Board of Directors, upon any of the stock held by any party hereto, nor upon any of the persons or interests herein named without the unanimous consent of all the parties hereto.* (Italics are ours).

6th. It is hereby agreed that one-half of the capital stock of said company—to wit: Two million five hundred thousand dollars, shall be subscribed by one or more of the parties hereto, upon the condition of this agreement, and a Board of Directors, elected, and each person to this contract shall have an equal interest in said stock, to be by him held and owned.

7th. That, as a consideration to the other stockholders in said company, to be public, and to said corporation, the parties hereto agree to do all in their power to develop the property of said corporation, and to go forward in the matter with as much speed and energy as the circumstances will allow.

Dated Salem, November 16th, A. D. 1866."

Signed by J. Gaston and five others of the ten corporators who signed the articles of the West-Side Company, after the Legislature of 1866 had adjourned.

The foregoing agreement was read before the Senate of the State of Oregon at its late session, in September last, while the matter of the Congressional land grant was under consideration, and it was there proven to have been executed as herein stated, by the testimony of Judge F. A. Chenoweth, who testified that Gaston had admitted its execution as herein stated, when the same was read before a public meeting in Corvallis, in July last; and even Gaston himself, when the same was read before the Senate, did not attempt to deny it; besides, of the execution of this agreement, as herein stated, there is abundant other proof in existence, should the same be

disputed.

On the 17th day of November, 1866, two of the eight original corporators, residing at Salem, to-wit: J. S. Smith (Representative elect in Congress) and I. R. Moores—on discovering the fact, that the articles which they supposed had been duly filed, had never been placed upon record; and that there was no "Oregon Central Railroad Company" in existence; and that, therefore, the Legislature had been imposed upon, and their action was a nullity, immediately, in conjunction with E. N. Cooke, prepared, executed, and filed new articles of incorporation, in which articles they adopted the name of "The Oregon Central Railroad Company." Their articles were duly filed, as required by law, on the 17th day of November, 1866, which was the first railroad corporation incorporated in the State of Oregon under that name; this being four days prior to the filing of the articles of the West-Side or Gaston Company.

The following is a true copy of such articles, as certified to from the record by Samuel E. May, Secretary of State:

COPY.

ARTICLES OF INCORPORATION OF THE OREGON CENTRAL RAILROAD COMPANY.

ARTICLE 1. J. S. Smith, I. R. Moores and E. N. Cooke, and their associates, successors and assigns, do hereby incorporate themselves under and by virtue of

an act of the Legislative Assembly of the State of Oregon, entitled "An act providing for private incorporations," approved October 14th, 1862.

ART. 2. The name of the incorporation, and by which it shall be known, is, the "Oregon Central Railroad Company," and its duration shall be perpetual.

ART. 3. The object of this incorporation, and the business in which it proposes to engage, is the construction of a railroad and telegraph from Portland, Oregon, to some point on the 42d parallel of latitude, on such line of route as the Company may hereafter designate, and also to use said railroad when made for the purpose of transporting freight and passengers between the said termini; and also to keep said railroad in repair, and to collect such tolls and fare for transportation over said road as this incorporation shall deem expedient.

ART. 4. The principal office of this incorporation shall be at the city of Salem, in the State of Oregon.

ART. 5. The amount of capital stock of this incorporation shall be five hundred thousand dollars.

ART. 6. The amount of each share of such capital stock shall be one hundred dollars.

In witness whereof we have hereunto set our hands this 17th day of November, 1866. (10 cts. Rev. Stamp).

Witnesses:

J. C. CARTWRIGHT,
M. N. CHAPMAN,

J. S. SMITH, (L. S.)
I. R. MOORES, (L. S.)
E. N. COOKE, (L. S.)

STATE OF OREGON,)
) ss.
COUNTY OF MARION,)

On this 17th day of November, A. D. 1866, before the undersigned, a County Clerk, in and for the county of Marion, State of Oregon, personally appeared the above mentioned J. S. Smith, I. R. Moores and E. N. Cooke, who are personally known to me to be the identical persons described in and who executed the within instrument, and acknowledged that they executed the same freely, for the uses and purposes therein set forth.

In witness whereof I have hereunto set my hand and the seal of the County Court of said county, the day and year first above written.

(COUNTY COURT SEAL) GEO. A. EDES,
Clerk of Marion County.

By M. N. CHAPMAN, Deputy.

Filed in the office of the Secretary of State this 17th day of November, A. D. 1866, at 6-½ o'clock, P. M.

SAMUEL E. MAY,
Secretary of State.

I certify the foregoing to be a true copy.

SAMUEL E. MAY,
Secretary of State.

In this situation matters remained until in April,

1867, neither of said companies having up to that date, April 22d, 1867, had any stock subscribed, or organized, or attempted any organization. At that date, parties representing capitalists in California and the East, came to Oregon, being the same persons referred to in the report of the House Committee in 1866, before cited, and desired to enter into a contract for the construction of the road provided for by the act of Congress giving the land grant.

Upon examination it was found that the articles filed first, by Messrs. Smith, Moores and Cooke, did not fix the capital stock at an amount adequate to the contemplated enterprise; and, regarding the articles filed by Gaston as illegal, fraudulent and void, for the reasons hereinbefore referred to, it was thought best by corporators in said company, first incorporated, as well as by a majority of the eight persons who first signed, as hereinbefore stated, to merge said corporation in a new company, by filing new articles, that might be in all respects legal, and free from fraud, and with a capital stock adequate to the magnitude of the enterprise. Accordingly, on the 22d day of April, 1867, the following articles of incorporation were duly executed and filed, and under which the company we represent was duly organized, and under which it is now proceeding to construct its road in accordance with the act of Congress:

COPY OF ARTICLES OF INCORPORATION OF THE OREGON CENTRAL RAILROAD COMPANY, OF SALEM, OGN.

(Fifteen Cents Revenue Stamp.)

Know all men by these presents, that we, J. H. Moores, Geo. L. Woods, S. Ellsworth, by Geo. L. Woods, his attorney, I. R. Moores, E. N. Cooke and J. S. Smith, by I. R. Moores, their attorney, and Samuel A. Clarke, have this day incorporated ourselves under and in accordance with the laws of Oregon, and we adopt the following as our articles of incorporation:

ARTICLE 1. This corporation shall be known as and do business under the name of the "Oregon Central Railroad Company."

ART. 2. The enterprise, occupation and business for which this company incorporates, is to construct a railroad, with all the necessary branches, fixtures, buildings and appurtenances, from Portland, in Oregon, southerly, about three hundred miles to the California line; to maintain the said road in good condition and repair, and to employ the same in the transportation of passengers and freight.

ART. 3. The principal office for the transaction of the business of the company shall be kept at Salem, Marion county, Oregon.

ART. 4. The capital stock of the Oregon Central Railroad Company shall be fixed at seven millions, two hundred and fifty thousand dollars ($7,250,000).

ART. 5. The number of shares of the capital stock shall be seventy-two thousand five hundred (72,500), and the amount of each share of the stock shall be one hundred dollars ($100).

ART. 6. The period of time during which the company shall remain in operation, is not limited as to duration.

In testimony of our adoption of the foregoing articles of incorporation, witness our hands and seals this, the 22d day of April, A. D. 1867.

JOHN H. MOORES, (L.S.)

J. S. SMITH, by I. R. Moores, attorney, (L.S.)
GEO. L. WOODS, (L.S.)
E. N. COOKE, by I. R. Moores, attorney, (L.S.)
S. ELLSWORTH by Geo. L. Woods, attorney (L.S.)
I. R. MOORES, (L.S.)
SAML. A. CLARKE, (L.S.)

STATE OF OREGON,)
) ss.
MARION COUNTY,)

Be it remembered that on this, the 22d day of April, A. D. 1867, personally came before me, a Notary Public in and for said county and State, the within named J. H. Moores, Geo. L. Woods, I. R. Moores, for himself and also as attorney in fact for each of the following named persons: J. S. Smith and E. N. Cooke; and S. Ellsworth, by Geo. L. Woods, attorney, and S. A. Clarke, who severally acknowledged that they signed the within

and foregoing instrument in person, and as attorney, for the uses and purposes therein named.

In witness whereof I have hereunto set my hand and notarial seal, this the day and year above written.

(Notarial Seal) C. S. WOODWORTH,
Notary Public.

Filed in the office of the Secretary of State, this 22d day of April, A. D. 1867.

I. R. MOORES,
Acting Secretary of State.

I certify the foregoing to be a true copy.

SAMUEL E. MAY,
Secretary of State.

Under these articles the capital stock was duly subscribed and taken in April, 1867, and in the same month "The Oregon Central Railroad Company," of Salem, Oregon, was duly organized by the election of a Board of Directors, and a contract was also entered into at that date with parties representing California and Eastern capital for the construction and equipment of the first one hundred and fifty miles of the road, which contract was subsequently transferred by the original contractors to Ben. Holladay & Co., who have agreed in writing, with this company, to perform the same in every particular, including, also, a second contract, subsequently entered into with the original contractors, for the construction and equipment of the balance of the road in Oregon, running through the Umpqua and Rogue River Valleys, to the California line, which latter contract has

also been transferred to Ben. Holladay & Co., and they have agreed in writing, with the Oregon Central Railroad Company, to perform the same in every particular. After all these things had taken place and when it was supposed by every person cognizant of the fact, that the West-Side or Gaston corporation had died from the poisonous fumes of the illegality and fraud in which it was conceived, and with which it was surrounded, Gaston in May, 1867, without the ability to pay any sum whatever—notoriously so—in pursuance of the fraudulent agreement hereinbefore cited, subscribed in his own name, and took to himself the whole of the one-half of the capital stock in this West-Side Company—the whole capital stock being five million dollars. He (Gaston) taking two millions five hundred thousand dollars. He then gets a few persons, enough for Directors, to subscribe a share each, and thus organizes the West-Side Company, by the election of himself and others Directors, and himself President.

Thus it was, that the obscure Notary Public, of Salem, Oregon, who was called upon simply to take the acknowledgments of eight persons to articles of incorporation, succeeded through a most palpable and unblushing fraud, in becoming the owner of the whole corporation; and thus holding in his own pocket the votes necessary to control a corporation with a nominal capital of five millions of dollars, he disposes portions of the other half of the capital stock to the unsuspecting farmers of Oregon, and for it receives their money, to be used in the construction of the road, on which the only work

that has yet been done has been confined to a distance of five miles, and the grading for that distance is not yet completed, while his two million five hundred thousand dollars of stock remain in his hands unassessable, and upon which he has never paid a cent, and upon which no assessment has ever been levied. These facts Joseph Gaston was himself compelled to reluctantly admit, as a witness before the Senate, of the State of Oregon, in the recent investigation of this matter before that honorable body.

It will be observed, therefore, that "The Oregon Central Railroad Company" proper, which we represent, was organized by the subscription of its stock, and the election of its Board of Directors, about one month prior to the organization of the Gaston or West-Side Company. The East-Side Company being organized in April, 1867, and the West-Side in May, 1867.

And upon this point we would attract special attention to the act of Congress, of July 25th, 1866, making this land grant, The grant was to go to a company, not merely incorporated under the laws of Oregon, but to "such company organized under the laws of Oregon, as the Legislature of said State shall hereafter designate." The terms "organized" and "organization" when used in reference to corporations, and especially under the general incorporation law of Oregon, have a technical, well defined meaning, and include the subscription of stock and the election of a Board of Directors. When, therefore, the Congress of the United States passed the act of July 25th, 1866, and provided that it should be

received and managed by "such company organized under the laws of Oregon, as the Legislature might hereafter designate," they intended that there should be more than a mere naked corporate existence, without a dollar of capital stock subscribed, and without any head whatever, save mere corporators, who, until they have subscribed for, or taken stock, are not responsible for a cent. They intended just what they said, that the company should be organized; that is, that one-half, at least, of the capital stock should be subscribed, which, under the law of Oregon, must be done before an organization can take place, and a Board of Directors elected; and that this should all be done before the Legislature proceeded to designate such company, in order that the Legislature might the better determine whether or not it was a bona fide company, and one composed of men to whom should be entrusted the management and control of a Congressional grant of lands, worth over five millions of dollars.

Under the general incorporation law of Oregon, a company may be duly incorporated by three or more persons, no one of whom resides within a thousand miles of Oregon, and no one of whom is worth a cent; whereas, a company to be organized, must have at least a majority of the Directors residents of the State, and one-half of the stock bona fide subscribed.

(See General Incorporation Law of Oregon.)

Did Congress, therefore, intend to give this grant to an irresponsible company, such as the former? or,

did they not rather intend that it should go to a bona fide, responsible company, such as the latter?

Admitting, therefore, for the time being the argument, and merely for the sake of the proposition, that although no company was organized at the time of the adoption of the joint resolution of October 10th, 1866, that it would have the effect of passing the grant to the company that might thereafter be first organized. Even then, the company we represent, being the first one organized after the adoption of that resolution, would be the company in which the grant would vest.

But suppose, for the argument, that the Legislature had the power to designate a company not in esse, and that the effect of such attempt would be to vest the grant in the company that might be thereafter incorporated; then, if such a thing were at all possible, it most certainly would vest in that company that was first incorporated under the name designated by the Legislature. And in this view, the grant, in this instance, could not possibly vest in the West-Side Company, for the reason that the company composed of J. S. Smith, I. R. Moores, and E. N. Cooke, was duly incorporated under the laws of Oregon, assuming, as they did, the name designated by the Legislature—the "Oregon Central Railroad Company"—on the 17th day of November, 1866, four days prior to the incorporation of the West-Side Company. And it would be no answer to say, that such corporation lapsed for want of organization, for in that event the grant would fail with the company in which it vested, and the designation would fail.

But we deny that the action of the Legislature of 1866, had any vitality whatever; it was a mere mullity, in every sense of the word; a legislative hydatid, superinduced by imposition and fraud, that fell still-born upon the statute book.

And to this conclusion, also, did the managers of the Gaston Company come, as we will show from their own Record. When a person has a deed for the land on which he lives, from the former legal owner, he is not very likely to apply for a second one. So in this case. If the West-Side Company had the land grant by virtue of the action of the Legislature of 1866, then, why, we would inquire, did they seek to obtain a designation from the Legislature of 1868? The truth is, that Company knew full well that they had no corporate existence, much less an organization, at any time while the Legislature of 1866 were in session; and that they had no claim whatever to the Congressional grant, by virtue of any former action of the Legislature; and for proof of these statements, we refer to Joint Resolution No. 14, introduced at the late session of the Legislature, October 7th, 1868, by Doctor J. R. Bayley, Senator from Benton county, the champion of the Gaston Road in the late investigation in the Oregon Senate, which resolution had for its purpose the designation of the Gaston or West-Side Company.

See Senate Journal, Session 1868.

Herewith we give the full action of the Senate upon such resolution, as certified from such journal:

Mr. Bayley moved,

That the resolution be adopted,

Mr. Hendershott moved,

That the resolution be made the special order for Friday, at 11 o'clock.

Which motion was lost.

Mr. Cochran moved,

To refer to Committee on Railroads.

Which motion was lost.

Mr. Hendershott offered

S. R. No. 14.

Resolved, by the Senate, That the Secretary of State be requested to furnish to this body, as soon as possible, copies of all entries, filings of papers, etc., of the Oregon Central Railroad Company on file in his office.

Mr. Adams moved to amend by striking out all after the words "Secretary of State," and inserting in lieu thereof the following: "Be respectfully requested to immediately bring before this Senate the original papers purporting to be articles of incorporation of 'The Oregon Central Railroad Company,' or companies, and memoranda of filings thereof."

Mr. Hendershott accepted the amendment.

The resolution as amended was then adopted.

The Secretary of State then appeared, in compliance with the resolution, and read the papers called for

therein.

Mr. Hendershott offered the following resolution:

S. R. No. 15.

Resolved, by the Senate, That one attorney representing the East-Side, and one representing the West-Side Railroad Company, be permitted to make a statement of the merits of their respective roads; provided, they shall not occupy to exceed one hour each.

The resolution was adopted.

Mr. Stout moved.

That the rival Railroad Companies be allowed until 10 o'clock tomorrow morning to appear by attorney, in accordance with the resolution.

Carried.

And on motion of Mr. Huston, the further consideration of S. J. R. No. 14, was postponed until tomorrow morning at 10-½ o'clock.

Thursday, Oct. 8—10-½ A. M.

Mr. Cornelius offered

S. R. No. 16.

WHEREAS, The Secretary of State has read before the Senate the articles of incorporation of the Oregon Central Railroad Companies; therefore, in order to have full information of the organization of said companies,

Resolved, That said companies be invited to produce their original stock-books for the inspection of the Senate.

Carried.

Upon invitation of the President, J. K. Kelly, attorney for the West-Side Railroad Company, and J. H. Mitchell, attorney for the East-Side Railroad Company, appeared within the bar of the Senate, and proceeded, in pursuance of S. R. No. 15, to present the claims of their respective companies, and in offering evidence (which consumed the entire day).

Friday, Oct. 9th.

The President announced that the hour had arrived for consideration of S. J. R. No. 14, which, on motion of Mr. Huston, was resumed, and the remainder of the morning session was consumed by the arguments of the attorneys.

IN THE AFTERNOON.

Pending the motion to adopt the resolution,

Mr. Stout offered S. J. M. No. 2.

And thereafter Senate adjourned until to-morrow, 9 A. M.

Saturday, Oct. 10.

On motion of Mr. Cornelius, S. J. R. No. 14 was made the special order for Saturday, October 17th, at 10 o'clock A. M.

Saturday, Oct. 17th.

Mr. Ford moved that S. J. R. No. 14 be indefinitely postponed.

Mr. Cornelius moved to amend by postponing the

whole subject matter of the resolution.

Mr. Ford accepted the amendment.

Which was lost.

Mr. Bayley asked leave to withdraw the resolution.

Which was carried, and S. J. R. No. 14 was withdrawn.

From this record, therefore, showing, as it does, the whole proceedings of the attempt of the West-Side Company to obtain a designation under the false, but most transparent assumption, that they already had some kind of equitable right, it appears, that after a full and complete investigation before the Senate, when it became so apparent that even former friends of the Gaston Company would not have the courage to stand up in the Senate, and in the face of the most glaring frauds and illegality with which it was surrounded, and involved by the testimony adduced, vote to designate it as the company to receive this valuable grant, Doctor J. R. Bayley, the aforesaid champion and Senator from Benton, asks leave to withdraw the resolution, and so Senate Joint Resolution No. 14, of the session of 1868, having for its purpose the designation of the West-Side Company, expired in the arms of its friends, and returned lifeless to the Doctor, who presided over the ceremonies of its birth.

This occurred in the Senate, October 17th, 1868. On the same day Senator Miller, of Jackson county, offered Senate Joint Resolution No. 16, to designate the Ore-

gon Central Railroad Company, of Salem, Oregon, the one we represent, as the company to receive the land grant. And here we present a certified copy from the Journals of the Senate and House, giving this resolution in full, and also the action of the Senate and House thereon, and to which we call special attention:

Mr. Miller, of Jackson, offered S. J. R. No. 16.

WHEREAS, The Congress of the United States, by an act approved July 25th, 1866, entitled "An act to aid in the construction of a railroad and telegraph from the Central Pacific Railroad to Portland, in Oregon," did grant certain lands in the State of Oregon, and confer certain benefits and privileges upon such company organized under the laws of Oregon, as the Legislature of such State should thereafter designate;

AND WHEREAS, The Legislative Assembly of Oregon, at its Fourth Regular Session, did adopt a joint resolution known as "House Joint Resolution No. 18," designating in terms "The Oregon Central Railroad Company," as the company entitled to receive the land granted by, and all the benefits and privileges of the said act of Congress;

AND WHEREAS, At the time of the adoption of the said joint resolution, as aforesaid, no such company as "The Oregon Central Railroad Company" was organized or in existence, and the said joint resolution was adopted under a misapprehension of facts as to the organization and existence of such a company;

AND WHEREAS, The designation of the company to receive the lands in the State of Oregon granted, and the benefits and privileges conferred by the said act of Congress yet remains to be made; therefore,

Be It Resolved by the Senate, the House concurring, That the Oregon Central Railroad Company, a corporation organized at Salem, on the twenty-second day of April, in the year one thousand eight hundred and sixty-seven, under and pursuant to the laws of the State of Oregon, be, and the same is hereby designated as the company entitled to receive the lands in Oregon, and the benefits and privileges conferred by said act of Congress.

And moved its adoption.

Mr. Stout moved the previous question.

Mr. Trevitt moved that the Senate take a recess until 1-½ o'clock this afternoon.

Which motion was lost.

The previous question was ordered.

The vote was taken on the motion to adopt S. J. R. No. 16, with the following result:

YEAS—Messrs, Bayley, Brown, Cochran, Crawford, Cyrus, Dribblesbly, Ford, Hendershott, Miller of Marion, Miller of Jackson, Powell, Stout, Thompson and Trevitt—14.

NAYS—Messrs. Adams, Cornelius, Herman, Holsclaw, Huston, Ison, Persbaker and Mr. President—8.

So the resolution was adopted.

Before the resolution was announced, Mr. Bayley gave notice he would move a reconsideration of the same.

Mr. Trevitt moved that the Senate take a recess until 2 o'clock this afternoon.

The motion was lost.

Mr. Hendershott moved a reconsideration of the vote by which S. J. R. No. 16 was adopted.

Mr. Stout moved that the motion to reconsider be indefinitely postponed.

Which motion prevailed.

I certify the foregoing to be a correct abstract of the proceedings in Senate, relating to the adoption of S. J. R. No. 14 and 16, taken from the Journal of said Senate, now on file in my office.

SAMUEL E. MAY,
Secretary of State.

IN THE HOUSE OF REPRESENTATIVES, OF THE FIFTH REGULAR SESSION, OF THE LEGISLATIVE ASSEMBLY OF THE STATE OF OREGON.

Monday, Oct. 19, 1868.

The following message was received from the Senate:

SENATE CHAMBER, Oct. 19, 1868.

MR. SPEAKER:—I am instructed by the President to inform you that the Senate has adopted S. J. R. No. 16, designating the "Oregon Central Railroad Company," of Salem, as the company entitled to the grant of land made by Congress, to aid in the construction of a railroad through the Willamette valley. It is herewith transmitted for the concurrence of the House.

S. C. SIMPSON,
Clerk Senate.

Mr. Bellinger moved that S. J. R. No. 16 be read now.

Which carried—29 to 15.

Tuesday, Oct. 20.

S. J. R. No. 16 was made the special order for this evening, on motion of Mr. Bellinger.

Evening Session, 7 o'clock.

The Speaker stated that the special order of the evening was the consideration of S. J. R. No. 16.

Whereupon Mr. Gray moved the House concur with the Senate in the adoption of the resolution.

Mr. Chapman moved, as amendment, to refer it to a committee of five, with instructions to report H. B. No. 88 and H. J. M. No. 6, which he submitted.

Lost—yeas, 20—nays, 26.

Mr. Gazley offered an amendment that the Directors give bonds in the sum of one hundred thousand

dollars, that the road will go through Umpqua, Jacksonville and Ashland.

Which was lost—17 to 29.

Messrs. Gray and Bellinger moved the adoption of the previous question.

Carried—28 to 16.

The question being "Shall S. J. R. No. 16 be adopted?" those voting yeas were—

YEAS—Messrs. Alexander of Linn, Alexander of Benton, Bellinger, Beers, Bryant, Butler, Cox, Crooks, Davenport, Denny, Garrett, Gray, Gilfrey, Johnson, Kirk, Loudon, Litchenthaler, Minto, Powell, Rinehart, Smith, Stites, Simpson, Trullinger, Tandy, Winston, White and Mr. Speaker—28.

NAYS — Messrs. Applegate, Benson, Burnet, Brown, Chapman, Davis, Flook, Gazley, Grant, Hoxter, Jackson, Neal, Pendegast, Ryan, Scoggins, Townsend, Taylor and Waymire—18

So S. J. R. No. 16 passed.

Mr. Bellinger moved to reconsider.

Mr. Stites moved to indefinitely postpone the motion to reconsider.

Which motion prevailed.

I certify the foregoing to be a correct abstract of the proceedings in the House, relating to the adoption of S. J. R. No. 16, taken from the Journal of said House, now on file in my office.

(SEAL OF STATE) SAMUEL E. MAY,
Secretary of State.

After a full and complete investigation, of this matter, in relation to the land grant, during nearly the whole of the session, the Legislature of the State of Oregon, to whose care this important trust was committed, decided by a majority of six, in a Senate composed of twenty-two, and by a majority of ten, in a House composed of forty-six, that, too, without regard to party, which so frequently rules in similar cases, that the West-Side or Gaston Company is not entitled to the Congressional land grant; and that "The Oregon Central Railroad Company, of Salem, Oregon, is entitled to it.

Another fact, or two, in this connection, might serve to throw still more light upon the controversy relative to this land grant, and especially upon that branch of it wherein the West-Side Company claim that they were designated in October, 1866, These facts are as follows: As before stated, the West-Side Company came before the last Legislature, praying of that body to designate them as the company entitled to the grant, and so very anxious were they to succeed in this particular, that they, in order to secure certain votes in the Legislature, were willing to barter away the one-half of the Congressional grant to another company incorporated during the sitting of the Legislature, in pursuance of an understanding between the West Side Company and the three corporators of this new organization. Consequently, on the .... day of September, 1868, three persons filed articles of incorporation under the name of "The Willamette Valley Railroad Company," wherein they proposed to build a railroad

from Portland, Oregon, on the east side of the river; the same to cross the river at one of the several points named in such articles.

Upon the date of the filing of these articles, and before any organization had been effected, a meeting is held between the Directors of the West-Side Company and the three corporators of the "Willamette Valley Railroad Company," at which meeting a writing was drawn up and executed by the President of the West-Side Company, Joseph Gaston, by and with the sanction of the Directors, wherein they agreed substantially that the one-half of the Congressional land grant, so far as it related to the Wilalmette Valley, should go to and be owned by the said "Willamette Valley Railroad Company;" and wherein, also, the West-Side Company agreed to convey such lands to said irresponsible company, incorporated, as it was, unquestionably for the purpose of a private speculation, and in pursuance of a previous understanding with the President and Directors of the West-Side Company.

This attempt, however, to purchase a designation at the very great expense, and still greater impropriety, of attempting to divert the Congressional grant from the true purpose of its creation—a great public benefit—to that of a mere individual speculation, did not succeed with the Legislature of Oregon. These facts were proven before the Senate in the recent investigation, and cannot now be successfully denied by the President or Directors of the West-Side Company. Thus it was that this company, which talks of vested rights, by rea-

son of the action of the Legislature of 1866, were willing to give away the half of such grant, in order to secure a designation by the Legislature in 1868.

But say they, the Gaston or West-Side Company filed its assent to the grant in the office of the Secretary of Interior, within one year from the date of the passage of the act of Congress, as required by that act. But we would inquire this: If you have never been designated by the Legislature of the State of Oregon as the company to receive the grant, which it must be admitted by every candid person acquainted with the facts here presented, that you never have, then, how, or by what authority, could you file your assent? Can a person accept a thing that has never been even offered to him? Can a corporation file its assent to a grant that has never even been tendered it? As well might one child out of a whole family of children undertake to take possession of his father's estate, under the pretence that he has a right by devise, while his father is yet alive, and before his will is made. The claim, therefore, that the West-Side Company have rights, because they have filed their assent, is simply preposterous, and without shadow of claim even to further consideration.

But it is said, although there was no company organization during the sitting of the Legislature of 1866, yet there were certain articles of incorporation drawn up and presented to the Legislature; and although they were not fully incorporated, the Legislature supposed they were, and, therefore, an equity of some kind was raised. We deny most emphatically, as a matter of

law, that any equity could arise, as this was a transaction in relation to trust property, and the Legislature in disposing of the grant must proceed in strict accordance with its terms. But suppose an equity could arise? That equity would be in favor of the company we now represent. Suppose articles of incorporation were "presented to the Legislature" and the "grant solicited," as stated in Senate Joint Resolution No. 14, introduced by Senator Bayley at the late session, who, we would inquire, were the corporators whose names were then signed to those articles? How many were there? Were there eighteen, the number whose names now appear to such articles as corporators, or were there but eight? Gaston's certificate as Notary Public to those articles, answers all these inquiries. From that certificate it appears, as we have already shown, that there were but eight names to those papers at any time during that session, and that ten, a majority of whom have from the first owned and controlled the company, were added afterwards, without authority. If any equity could arise at all, it most certainly would be in favor of that company which is now composed principally of the men whom the Legislature supposed at that time were incorporated. Whom did they suppose formed the "Oregon Central Railroad Company" in October, 1866, when they undertook to designate that company? We answer, unquestionably, the eight men whose names were then signed to such articles, and a majority of these eight men have not only never had any interest in the West-Side Company, save to sign

the articles as corporators, which were afterwards smuggled from them by fraud, but they are now either stockholders or Directors, and some of them both, in the company we represent, while at least four of the ten added corporators to the West-Side Company, including the present Governor of the State, have, upon discovering the frauds practiced, long since refused to have further connection with it.

But suppose the Legislature intended to give the grant to a company composed of the eight names appearing in the report of the House Committee on Railroads, in 1866, how, then, would the matter stand? Not one of those eight persons ever participated in the organization of the West-Side Company, nor has any one of them ever taken any part in such company; while four of them are now active members of the company we represent, and have been from the date of its incorporation. In the light, therefore, of these recorded facts, we would invoke the candid judgment of every impartial mind to an agreement with us in the proposition that in no possible view can the West-Side Company rightfully claim the grant in question, but that the same, by every rule legal and equitable, is in the company we represent.

But there is yet another reason, and an important one, why the action of the last Legislature is right, and that is this:

The object in view by Congress in passing the act of July 25th, 1866, was to aid in the construction of a

central road, "Beginning at the city of Portland, in Oregon, and running thence southerly through the Willamette, Umpqua and Rogue River valleys, to the southern boundary of Oregon." This is the language of the act, and no company can take this grant, whether they be designated by the Legislature or not, unless they run their road from Portland, southerly through the Willamette, Umpqua and Rogue River valleys. This is an essential, a requirement that must be met; and, in this most material matter, is the West-Side Company found wanting. Their route, as laid down on their maps, and on which they have comemnced their work, instead of starting at Portland and running thence southerly through the Willamette valley, runs some two or three miles southerly from Portland, and thence takes a northwesterly course, running near thirty miles in such direction before taking a southerly direction, as required by the act, and then running, not through the Willamette, but through the Chehalem valley. The road is emphatically what its name would indicate—a West-Side Road, flying off in a tangent from the route laid down by Congress. It courses its way along the foot of the eastern base of the coast range, missing every important town in the State, including its Capital, and leaving the broad valley of the Willamette, the finest and one of the most fertile in the world, with its millions of productive acres, with its thriving cities, and its rich farms, to be bisected, as it were, by "The Oregon Central Railroad," of Salem, Oregon, which, in accordance with the act of Congress,

starts at the city of Portland the great comemrcial emporium of the Northern Pacific Coast, and "running thence southerly through the Willamette, Umpqua and Rogue River valleys." It penetrates their very centers, and taps every city and important town in the State. Upon this road the work has, since its commencement in April last, progressed with a rapidity scarcely excelled in the construction of the Union and Central Pacific, when we take into consideration the scarcity of labor in this State. There are at this time about seventy miles in all ready for the ties. Two saw-mills of immense capacity, with planers and other machinery attached, are now running, and have been for some time past turning out ties and materials for cars and depot buildings in great quantities; while still another, a third, mill, is in progress of erection.

We have thus presented at some length the main facts, amounting, as they do, to a history made up principally from Record evidence relating to Railroad Companies in Oregon, and more particularly for the purpose of answering the question as to what company, if any, is in law and equity, entitled to the Congressional land grant. It is an old Roman maxim, as true now as in the days of that ancient empire, that "Jus et fraus nunquam cohabitant"—right and fraud never dwell together. And applying this truthful maxim to the West-Side Company, in the light of the evidence here presented, to say nothing of the gross illegality of their proceedings, we believe that every candid mind must at once concede that the claim of such company, that they

are entitled to this grant is illegal and unjust.

We do, therefore, feeling implicit confidence in the enterprise in which we are engaged, and in the justness of our claim to the Congressional land grant, most respectfully submit this statement of facts, and reasons why "The Oregon Central Railroad Company," of Salem, Oregon, is entitled to the grant referred to, to the exclusion of all others, to all persons, and to all officers and Departments of Government, that may be interested in relation to the same, in having justice and right prevail.

I. R. MOORES,
President of the Oregon Central Railroad Company.
SAML. A. CLARKE, Secretary.

(CORPORATE SEAL).
Salem, Oregon, Nov. 25, 1868.

At a regular meeting of the Directors of the Oregon Central Railroad Company, held November 25th, 1868, the following proceedings were had:

"On motion of Mr. Ellsworth, the foregoing statement of facts was unanimously adopted by the Board, and the President and Secretary were instructed to officially sign the same, and attach the seal of the company thereto."

I. R. MOORES, President.
SAML. A. CLARKE, Secretary.

GOVERNMENT'S EXHIBIT 106

THE INSIDE HISTORY OF THE OREGON CENTRAL RAILROAD COMPANIES

With the Reasons showing the Portland (or West Side Company) to be entitled to the U. S. Land Grant.

—o—

Portland, Oregon, Jan. 9th, 1869.

At a meeting of the Board of Directors of the Oregon Central Railroad Company held at their office in this City on the 28th day of December, 1868, it was unanimously Resolved that the President of the Company be authorized to prepare and publish a reply to the recent Pamphlet issued by the East Side Company.

Attest: E. W. HAINES,
Sec. O. C. R. R. Co.

For Table of Contents see next page.

Portland, Oregon:
A. G. Walling, Book & Job Printer.
1869.

[5226]

CONTENTS.

1st. Reasons for issuing this pamphlet—page 1.

2nd. Showing that the Oregon Central Railroad Company of Portland, Oregon, is legally and equitably entitled to the U. S. Land Grant —p. 2 to 12.

3d. Showing that the East Side or Holladay Company has neither legal or equitable rights to said grant—p. 13.

4th. Showing that the East Side Company is not legally incorporated—p. 13.

5th. Showing that the East Side Company has been repudiated by the people of Oregon—p. 15.

6th. Route of the two Roads—p. 16.

7th. Letters from Jas. P. Flint and J. H. Mitchell, admitting priority of Rights of West Side Co.—p. 18.

8th. Bayleys' Resolution and Oregon Legislation of 1868—p. 21.

9th. Unassessable Stock and "Wild Cat Bonds,"—p. 22.

10th. "Secret fraudulent Agreement"—Position of George L. Woods—p. 24.

11th. "The East Side Company in Court. Statements of Messrs. Hill, Gibbs and Mulkey—p. 7, 28 and 29.

CONTENTS—Continued.

12th. History or Organization of "West Side Company"—p. 30.

13th. History of East Side Co. and herein of "A. J. Cook & Co." and the "Ten cent Stock"—p. 35.

14th. Secretary S. E. May,—p. 5 and 39.

IS THE OREGON CENTRAL RAILROAD COMPANY OF PORTLAND, OREGON, ENTITLED TO THE CONGRESSIONAL LAND GRANT OF JULY 25th, 1866?

Before answering the above question, we beg leave to notice the reason for issuing this pamphlet. It is not the desire of the officers or directors of said Company to engage in any dispute before the public. Acting solely upon the defense, we have long forborne to answer false charges against our Company, from a reluctance to engage in disputes which can alone be settled in Courts of Justice. The Oregon Central Railroad Company of Salem—commonly known as the East Side, or Holladay Company, have recently issued their second pamphlet, and like the one issued by them in May, 1868, is burdened with unfair and untruthful charges against the legality of our corporation and the standing and reputation of our officers and directors. Further forbearance has ceased to be a virtue; and we

now propose to make such a statement of the inside history of both of these Corporations as will not only be interesting to several officers and directors in the Holladay Company, but make a valuable document for future reference. High places will furnish no excuse for further silence, nor will we hesitate to call things by their right names; and,

"Nothing extenuate,

Or aught set down in malice."

We most urgently ask and desire a thorough and careful investigation at the hands of the public, and promise to show to the satisfaction of every impartial man, that all the charges of fraud and illegality made against our Company are not only false and utterly groundless, but that each and all of them, have been so decided, either direct or indirectly, by courts of Justice in the State of Oregon.

As a foundation to the examination of the above question, we briefly state, what is not disputed by any one, that the Act of Congress of July 25th, 1866, granting lands to aid in the construction of a Railroad from Portland, Oregon, to the Central Pacific Road in California, required that the Oregon Legislature should, designate the Company to receive the land in Oregon, and also that the Company designated should file its "Assent" to such Act of Congress, with the Secretary of the Interior, within one year from July 25th, 1866. It is also a fact, not disputed, that the Oregon Legislature of 1866, on the 10th day of October, passed "House

Joint Resolution No. 18, which "designated" the "Oregon Central Railroad Company," to receive the benefits of said land grant.

Two Corporations, (The O. C. R. R. Co., of Portland, and the O. C. R. R. Co., of Salem) are now claiming said land; the first by virtue of the designation by the Legislature of 1866, the latter by virtue of the designation by the Legislature of 1868.

First. We claim that the first (old) Company, (the Oregon Central Railroad Co. of Portland) is legally and equitably entitled to the land, by virtue of its prior designation, and its exclusive filing of an "assent", received by the Secretary of the Interior.

The only answer which the Holladay Company can make to this, is, that "There was not at the date of the passage of the Joint Resolution of October 10th, 1866, any "Oregon Central Railroad Company" in existence or incorporated in the State of Oregon, (page 6 of their pamphlet).

This statement is untrue, and proven so by the evidence of the Secretary of the State of Oregon, and the certificate of the Clerk of Multnomah County hereinafter submitted.

But there is higher and better evidence than the statements of any officer. By House Joint Resolution No. 18, adopted by the Legislature of 1866, that Legislature then solemnly declared, by a large vote in both Houses, that the "Oregon Central Railroad Company"

was "a corporation organized under the laws of Oregon." Could anything be more explicit or emphatic; and yet the Holladay Company has the temerity to declare that the Legislature of 1866 did not know what they were about. It does not lie in the mouth of any citizen to dispute facts declared by the Legislature; nor even can the Supreme Court nor a succeeding Legislature, declare, as did the Legislature of 1868, that the former Legislature "acted under a misapprehension of the facts." If such a rule in legislation is to be countenanced, then the Legislature of 1870 may declare that the Legislature of 1868 "acted under a misapprehension of the facts," and give the land to some other Corporation, and thus the confusion and uncertainty would destroy the value of the grant entirely. But to go into details:

What does the General Incorporation Law of Oregon require to constitute a Corporation? Condensing Sections 1, 2 and 5 into one paragraph, the whole law reads as follows:

"Whenever *three* or more persons shall desire to incorporate themselves for the purpose of engaging in any lawful enterprise, such persons shall *make* and *subscribe written articles* of incorporation in *triplicate*, and *acknowledge* the same before any officer authorized to take the acknowledgement of a deed, and *file one* of such articles with the *Secretary of State, another* with the *Clerk of the County* where the enterprise is to be carried on, and *retain the third* in the possession of the corporation; and upon the making and filing of the articles of incorporation, as herein provided, the persons subscribing the

same are corporators, and authorized to carry into effect the object specified in the articles, and they and their successors, associates and assigns, shall THEREAFTER be deemed a *body corporate,* with power &c., (here the law gives all the powers of a corporation.)

By noting the words italicized in the above, the reader will discover six things, and only six, necessary to legally create the "Oregon Central Railroad Company.

1st. Three persons must make and subscribe written articles of incorporation.

2d. There must be three original copies signed and asknowledged by each subscriber.

3d. They must be acknowledged before an officer authorized to take the acknowledgement of a deed.

4th. One copy must be filed with the Secretary of State.

5th. Another copy with the County Clerk.

6th. And the third copy retained by the Corporation.

On the 29th day of September, 1866, eight persons made, subscribed and acknowledged the three original copies of the articles of Incorporation of our Company before a Notary Public. That disposes of the three first requisites. The statement of Secretary May, hereto appended, shows that the President of this Company gave him the papers for filing on the 6th day of Oct., 1866, and he then pretended to file them. If filing

in ink in a clerkly manner was not then made by the Secretary, it cannot destroy any rights this Company claims, as it was no fault of the Corporators. This disposes of the 4th requisite.

The certificate of Mr. Norden shows a pencil filing of October 6th 1866, on the copy in the County Clerk's office. This disposes of the 5th requisite.

The third copy is now, and has ever been since its making, in the possession of this Company. That disposes of the 6th requisite, and makes a perfect legal corporation of this Company on the 6th day of October 1866, four days prior to its designation by House Joint Resolution No. 18 in the Legislature of 1866.

But it will be objected that the Notary Public had not certified the acknowledgments when the articles were filed, October 6th, 1866. That is not one of the requisites to the Corporation. The Statutes of Oregon lays down one rule for a deed and a different one for Articles of Incorporation. The rule for acknowledging deeds (Sec. 10 page 648 Oregon Statutes) is as follows: "and the officer taking such acknowledgment shall endorse thereon a certificate of the acknowledgement and the true date of making the same, under his hand." But the Statute has not required such certificate in the case of Articles of Incorporation. While it is usual to attach such certificates of acknowledgement, the Statute has not required it. Even in as solemn acts as deeds, these certificates of acknowledgment are not necessary to pass the title. Chief Justice Williams (now Senator

Williams) held in the case of Moore vs. Thomas, page 201, Oregon Reports, that "A deed unacknowledged and unrecorded is good between the parties." And in this case, the parties in the East Side Company all had full notice of the prior existence and claims of the West Side Company, and were and are nothing but seceders from the West Side Company, and not entitled to claim anything. Taking the claim of Moores & Co. as set up in their last pamphlet, that they were the original members of the West Side Company's Articles of Incorporation, they show that they have left it, and in April 1867, long after the due and legal incorporation of the West Side Company, they set up a new corporation in the same name. They can claim none of the rights and franchises of the old Company.

"If any portion of the members of a corporation secede, and are even erected into a new corporation, the corporate property will not be transferred or distributed in consequence of the separation." (Angell & Ames on Corporations, Sec. 194.)

We now submit the statement of Secretary May, the certificate of the Clerk of Multnomah County.

State of Oregon, Secretary's Office, Salem,

Jan. 5, 1869.

Hon. Addison C. Gibbs, Portland, Oregon.

Dear Sir.

I have no personal knowledge of the filing of papers in this Office by Mr. Gaston, on the 6th of Octo-

ber, 1866, more than this: that about the date named (Mr. Gaston says it was the 6th) he presented me an envelope which he said contained Articles of Incorporation of the Oregon Central Rail Road Company, on which envelope I marked the date in pencil (Mr. Gaston says that I marked the document instead of the envelope, but I have not seen the paper since, hence my impressions are that I marked the envelope.) I did not examine the contents, did not formally file the paper. Mr. Gaston wished to retain it in his possession for a short while, but for Legislative purposes desired to say it had been presented for filing, to which I could see no objection.

I had forgotten the foregoing circumstances altogether, until about the middle of Nov. 1866, Hon. J. S. Smith made application to see the Articles of Incorporation of the "Oregon Central Railroad Company." I turned to the usual depository for such documents, but not until after I had made thorough search did it occur to me that the Articles referred to were not in my possession.

* * * * *

Your Obedient Servant,

SAMUEL E. MAY,

Secretary of State.

(By reference to the history of the Company hereinafter, the discrepancy between the statements of May and Gaston will be more apparent. May insists that

the papers were not filed until Nov. 21st, 1866, while he somewhat evasively admits their presentation and actual filing in pencil on Oct. 6th, 1866, and so strong was his impressions of filing at the last date, that he made thorough search for them for Mr. Smith. Salem influences and East Side locality will excuse May for good certificates in the East Side pamphlet and the reverse for the West Side.)

STATE OF OREGON,)
) ss.
Multnomah County.)

I, B. L. Norden, County Clerk of said County and State, do hereby certify that upon the Instrument endorsed "Articles of Incorporation of Oregon Central Railroad Company," filed Nov. 23rd, 1866, by H. C. Coulson, Clerk, and upon the reverse side of said filing, there appears in pencil these words: Oct. 6, '66," erased with ink, as nearly as possible like unto the pencil entry and ink erasure on the 3d line above this line.

In testimony whereof I have hereunto set my hand and official seal this 9th day of January, A. D. 1869.

B. L. NORDEN, (L.S.)

(5 cts Stamp.)

County Clerk, Multnomah County, Oregon.

But if there had been no possible part of corporation then formed, if one was "designated" then we claim, if such inchoate Corporation afterwards filed its "Assent" to the Act of Congress, according to the Law, it

would take the land; and both the Act of Congress and the State Legislation of 1866, according to the desision of Justice Boise of the 3d Judicial Dictrict of Oregon would confer the grant in this way. (See following statement of Boise's decision).

Portland, Oregon, Jan. 7, 1869.

J. Gaston Esq.

President Oregon Central Railroad Company.

Dear Sir:

Your note of this morning asking me for information in regard to the suit pending in the Circuit Court for the County of Marion between the Company of which you are President, and the Company commonly known as the East side Company, is before me.

The suit was commenced in behalf of the Company of which you are President, for the purpose of restraining the use by the other Company of the name, "The Oregon Central Railroad Company," upon allegations of the prior incorporation of your Company under that name, the subsequent assumption of the name by the other Company, the right of your Company, by virtue of joint Resolution No. 18, passed by the Legislature of Oregon Oct 10, 1866, to have the benefit of the land grant proposed by the Act of Congress entitled "An Act granting lands to aid in the Construction of a Railroad and telegraph line from the Central Pacific Railroad and telegraph line from the Central Pacific Railroad in California to Portland Oregon," Approved July 25th, 1866,

and the depreciation of the Stock of your Company by reason of representation by the other Company that it, and not your Company, was the Company entitled to the benefit of said Act of Congress.

A demurrer was filed by the East side Company, defendant, and argued at the last June term of the Court, mainly upon the question whether the Resolution of the Legislature could take effect as a "designation" of the Company, plaintiff, under the Act of Congress, assuming that the plaintiff, was not duly incorporated until after the Resolution was passed.

Hon. R. P. Boise, Chief Justice, delivered the opinion of the Court, overruling the demurrer; and in that opinion he used the following language which I took down in writing at the time:

"At the time the Act of Congress was passed, neither of the rival Companies was in existence, and the objection made to the Resolution of the Legislature could be made with equal force to the Act of Congress; but I think the language of both the Act and the Resolution may as well refer to a Company yet to be incorporated as to one already organized. * * * The plaintiff says in its bill that the defendant, through its agents and officers, has represented that it, and not the plaintiff, is entitled to the benefit to be derived from a compliance with the Act of Congress, to the injury and depreciation of plaintiff's credit. The defendant must be required to answer whether these things be true."

I also transmit as requested the certificate of M. F.

Mulkey, late District Attorney in regard to the other case spoken of in your note.

Most respectfully,

Your obedient servant,

W. LAIR HILL.

But we not only claim the benefits of the land granted by Congress, upon the basis of a perfect de facto corporation to receive a grant under the Statutes of Oregon, at the date of the passage of the Joint Resolution by the Legislature of 1866; but we claim that the East Side Company is totally mistaken, when they assert that it was necessary to the reception of the grant, at that time, that the Company be perfectly organized. They misunderstand and misrepresent the plain import of the Act of Congress of July 25th, 1866. And on this point, in addition to the foregoing opinion of Judge Boise, we here submit a brief statement from the pen of W. Lair Hill, Esq., one of the best Corporation and real estate Lawyers in Oregon.

"This Land Grant act of Congress was not like the Oregon Donation Law of 1850, a grant of land to this Company. It was merely an agreement to grant to such Corporation as the Legislature should "designate," upon compliance with certain specified conditions, namely, filing an "assent" prior to July 25th, 1867, and building twenty miles of Railroad and Telegraph line; and upon certain other terms directly beneficial to the United States. Neither was it in the power of the Legislature

of this State to grant the lands to any corporation; that body could only say what Company should have the right to accept the terms, perform the conditions, and afterwards receive the grant proposed by Congress.

This is not an artificial construction of the language of the Act of Congress, but its plain import and intention —an interpretation which would always be given to it by a court—and the only interpretation of which it will admit.

There is then nothing in the wording of the law, nor in the subject matter, inconsistent with the idea that Congress intended to include and did include in the provisions of the Act, as well a Corporation not in esse, as one already organized, provided the State Legislature should "designate" such Corporation, and it should afterwards organize and perform the required conditions. If this is not the meaning of the Act of Congress, then neither of the Companies can take the benefit of the grant, for neither of them was in existence when the Act was passed.

Exactly the same thing may be predicated of the Resolution of the Legislature of Oregon passed in 1866, "designating" the West Side Company. Admit, for the argument (though we do not admit it as a fact,) that this Corporation was not in existence at the time this resolution was passed, and what follows? If the Resolution was intended, or could be construed, under the Act of Congress, as a grant, the objection that the grantee was not in being, might be at least plausible;

but this was not the intention nor within the scope of the resolution. The only power of the Legislature was to appoint a Corporation to take the grant upon performing the conditions—not in praesenti. The sole advantage of appointing a Corporation already organized would be that it would be more conveniently identified, by using its corporate name, while if the Legislature should attempt to designate a Corporation thereafter to be organized confusion might arise by reason of uncertainty in the description of the appointee. But all the questions that could arise out of such uncertainty, would necessarily be simply questions of identification, and would be settled and all difficulties removed the moment any means could be devised to ascertain with certainty what Corporation was intended by the Legislature. The question of capacity to take the grant relates solely to the time when the grant is to be made—that is, after the conditions have been complied with. No valid contract can be made with a child *in ventre sa mere,* because it can not assent to the transaction; but a devise for the benefit of such child, is valid, and the child upon coming of age can take the premises: Co. Litt. 36; 1 Williams 329, And this notwithstanding its idiocy, or incapacity; but if there be a condition precedent annexed, to be performed by the child upon coming into being, and it never acquires capacity to perform, then, and only then, the transaction fails, and the grant never takes effect; not because of any defect of parties at the time of the original transaction, but because of a failure of capacity to perform the conditions precedent to the final consummation. This

has been uniformly held from the earliest times.

Now this matter of identity never has been a question in the present case. The promoters of the Corporation of the Oregon Central Railroad Company (West Side) had already prepared its Articles, had them duly signed and acknowledged by a large number of the corporators (more than was necessary under the Statutes of the State) and filed, and in this condition they were read before the Legislature, in both Houses, and thereupon the Resolution was passed, designating the Company, by the corporate name assumed in the Articles so read, as the Corporation to perform the conditions required by the Act of Congress and take the grant afterwards. And there was no other Corporation, organized or incipient, within the State having the same, or even a similar name, till five months after this Resolution was passed. And this Corporation, went on without opposition and perfected its organization, upon the same Articles read before the Legislature, and still prosecutes its enterprise of building the road, upon these Articles, without altering a word or letter; while a minority of the Corporators, having seceded from the original Corporation, have attempted to organize a rival Corporation under the same name. But this second Company has never had the temerity to dispute or even question that the Resolution of the Legislature passed in 1866 referred to the West Side Company.

The West Side Company, and they alone, having accepted the terms proposed by the Act of Congress, as required, having been designated, identified, pointed

out, by the Legislature of 1866—having filed their "assent" within the year—having gone on in the performance, on their part, of these terms—will be entitled to the grant whenever they have performed the conditions annexed; and any attempt by Congress to confer the benefits of the Act of 1866 upon any other Company, would be, in law as well as in fact, a denial and repudiation of its own agreement."

EQUITABLE RIGHTS OF THE WEST SIDE COMPANY.

Having shown the right of the West side (or Gaston Company or the opposition term it) we will now show a just and Equitable claim to the land grant of July 25, 1866, so strong that none but a member of the East side Railroad Company, would deny. Our equities depends upon the following facts.

1st. The West side Company was identified by the Legislature of 1866.

2d. The East side Company were aware, when they incorporated, that the West side Company claimed both the land grant and the Corporate name, "The Oregon Central Railroad Company" one of their Incorporators and now one of their Directors, John H. Moores, was notified by the President of the West side Company, not to incorporate in the same name, as it would be resisted, and litigation would result from any such action.

3d. The West side Company has Uniformly and publicly claimed the land, ever since by virtue of that

designation.

4th. The East side Company uniformly and publicly denied in Oregon, any claim for themselves to the land, from the day of their incorporation until Oct. 10 1868, a period of nearly two years. They did not have the temerity to set up any claim to the Land grant in the face of their oft repeated disavowals, and they never intimated in Oregon, an intention to claim it, until compelled by the Lash of Ben Holladay, they turned around upon their own declarations and deliberately stultified themselves before the people of Oregon. So that the East side claim to the Land grant is really a claim by foreigners against the claim of our own Citizens.

5th. The West side Company filed their "Assent" within the year, with the Secretary of the Interior, as the law provides, and the East side Company made no claim, by neglecting to file papers or make any acceptance of the Grant within the year.

6th. The Sec. of Interior received the "Assent" of the West Side Company, and gave them credit by reason of this, so that the public relied upon such facts and invested money in West Side Road; while he expressly refused to file papers for East side Co. and declared to them and the public, that it was the West side Co. that was entitled to the land, as witness the following letter to the Vice President of the East side Co.

DEPARTMENT OF THE INTERIOR,

Washington, D. C. July 17, 1868.

SIR—I have received your letter of the 16th inst., and accompanying paper, purporting to be an acceptance by the Oregon Central Railroad Company of the grant made by the act of July 25th, 1866.

By law the company was required to file an "assent" to its terms and conditions, within one year. That time expired July 25th, 1867, and this paper, if sufficient for that purpose, could not now be received.

I state, for your information, that J. Gaston, President of the Oregon Central Railroad Company, within the time prescribed in that act, filed an assent, which was received.

In compliance with your request, I inclose a copy of my letter of the 8th instant, to Mr. Gaston, in regard to maps to be filed in this Department.

Very respectfully, your obedient servant,

O. H. BROWNING, Secretary.

A. M. LORYEA, Present.

7th. The West side Company, and they alone solicited of Congress an extension of the time limited in the grant for the Construction of the road; and if it had not been for this extension (thanks to the Oregon delegation in Congress) the land would all have been forfeited. As witness Senators Williams and Corbett and Representative Mallory, of Oregon, and Representative Hubbard of West Va.

8th. With all these facts before the public, continually brought to the attention of the East Side Company, by publications in the newspapers of Oregon, of the letters of the Secretary of Interior, O. H. Browning, to the West Side Company, and in the public statements of the President of the west Side Company and other speakers at the commencement of the work April 15th, 1868, and in the published Annual Report of the West Side Company, May 25th, 1868, the East Side Company not only remained silent, making no claim to the land grant, but they even publicly disavowed any claim of any kind to the land, until long after the date when the land would have been forfeited, had it not been for the diligence of the West Side Company in filing the "Assent" required by the Act of Congress. With all these facts before the public, the East Side Company stood by until the City of Portland recognized the claim of the West side Company and pledged to them the interest for twenty years on $250,000; while Washington County recognized our claim, and pledged interest on $50,000 for same time; while Yamhill County recognized our claims and pledged interest on $75,000; and while the citizens of Oregon subscribed and paid into the West Side Company, on the faith and credit of this land grant, and the facts above stated, seventy five thousand dollars in cash and much more in land and other property. This money has been expended, and judiciously expended, in the construction of the West Side road, while this East Side Company was silent and disavowing any claim to the land grant of July 25th, 1866.

We claim to the Oregon delegation in Congress, and all other members of Congress, to all government officers, and to the people of Oregon, that these acts of the Holladay or East Side Railroad Company, is a complete estoppel of all claims of theirs, set up at this late day, to this land grant; and that these facts make a case so strong in equity and justice, in favor of the West Side Company, that any attempt to divest the land from them, would be nothing less than legalized robbery.

THE EAST SIDE COMPANY HAVE NO LEGAL OR EQUITABLE RIGHTS:

WHY?

1st. The first and best reason is, that all the legal and equitable rights are in favor of the West Side Co.

2nd. The East Side never claimed any right to the grant, nor offered to file an acceptance of it within the time provided in the Act of Congress; nor did they use any efforts to get an extension of the grant in order to save it to the State.

3d. The East Side Company have no legal corporate organization or existence, and cannot therefore take any grant, or administer any trust. They have no legal corporate existence, because one half their capital stock was not subscribed before an election of Directors, and has not been yet subscribed. Their claim to a corporate existence is a fraud upon the public. In order to avoid any responsibility, the projectors of this East Side

Co. subscribed six shares in a capital stock of seventy two thousand five hundred shares—six hundred dollars in a capital of seven millions two hundred and fifty thousand dollars and then these ingenious gentlemen passed a resolution authorizing Governor George L. Woods, as Chairman of the little coterie, to subscribe seven million dollars for the Company, before the Company has a legal existence. The Statute of Oregon requires that one half the capital stock (which would be in the case $3,675,000) shall be subscribed before an election of Directors. This East Side has a Board of Directors, and the public are therefore warranted in believing that the sum of $8,675,000 has been subscribed by a person or persons who can be sued for that amount, as stockholders. And this is the responsibility which the law attempts to provide to the creditors of the Company. Now in this case, if a creditor fails to find property of the Company, he can only find six hundred dollars of subscribed stock liable to pay his debt, instead of the sum of $8,675,000; and in this dodge of the East Side, we see a deliberate attempt to deceive the public, if not defraud it.

In proof of the above we are permitted and authorized to refer to the late Vice President of the East Side Company, Dr. A. M. Loryea, of Portland, Oregon, and to ex-Gov. Gibbs, of the same place, and to Col. James K. Kelley, of Dalles City, Oregon, all of whom have read said Company's stock book.

It may be replied that the Courts have passed upon this organization and pronounced it good, in an attempt to test the same by action of Quo Warranto. We deny

that the Court pronounced their organization good. "Leave" was asked of the Circuit Judge of the third Judicial District, to bring such an action, and the Judge having the "discretion" to grant or refuse the "Leave," refused the same, but did not pass upon the legality of the East Side Organization. He dismissed the application for "Leave," by stating "The public interest does not require the East Side Company 'to be broken up,'" very plainly intimating a defective corporate organization. This refusal for "Leave" was then taken to the Supreme Court, and that Court decided that "it was not an appealable question," and said nothing about the corporate organization of any Company.

The East Side Company have no corporate organization that will stand an examination in court, and cannot even "appropriate" the right of way through any man's land, if resisted; and hence they have passed over so much land on their line without grading their road, the right of way having in such cases been refused.

The only fact on which they can base any claim, is their designation by the Legislature of 1868. This they refer to with every trumpet. It amounts to nothing. It comes too late. It is evidence of nothing. It is well-known to the people of Oregon that that designation was purchased.

As to equitable rights, they have not a particle. Their concern is not an Oregon Institution. The people of Oregon have repudiated them, as witness the following facts:

1st. They tried to get the endorsement of the City of Portland, in the way of a pledge of interest on $250,000 of their bonds, similar to West Side Company, and the people and the City Council repudiated them.

2d. They tried a similar move at Oregon City, for interest on $50,000, and the people and City Council there repudiated that.

3d. They tried a similar move at Salem, the headquarters of their Company, for interest on $100,000, and that met with a similar death.

4th. They tried a similar move at Eugene City, for interest on $20,000, and that was killed.

5th. They tried ten cent subscriptions (ten per cent. only to be asked for on their stock) all along their route, and that was a disgraceful failure.

They have got nothing from the people of Oregon. Their whole concern has been regarded with suspicion and distrust from the first. What work that has been done, grading in spots here and there over a level country and completing nothing, has been done with the money of Ben Holladay. It is his speculation, his venture, and if it fails to-day, not a single Oregonian would lose a dollar by crediting the East Side Company themselves as no person in this State has ever been willing to trust them as a Corporation.

They parade a long list of "Honorables" as Directors. This is no badge of a business concern. They are put in only to create local and political sentiment in their

favor, and not for pecuniary aid or business services rendered. Not one of them have contributed a dollar towards the actual construction of a Railroad in Oregon, but stand off at a safe distance and hurl their pamphlets at men in the West Side Company who have paid out their money by hundreds of thousands of dollars for the development of the State.

THE ROUTE OF THE ROADS.

The East Siders take exception to the route of the West Side Road; and as usual misrepresent it. Our Road commences in the City of Portland, our first bridge being inside the City limits and costing twelve thousand dollars; thence southerly three miles, thence West about twenty-five miles, in order to turn the southwest end of the Chehalem mountains; thence nearly due South, "through the Willamette, Umpqua and Rogue River Valleys" to the State line. The East Side pamphlet asserts that our line "runs through the Chehalem and not through the Willamette Valley." This statement was intended for Eastern consumption, and presumes on great ignorance at that, and is a fair specimen of their entire pamphlet. The Chehalem valley is a little valley in Yamhill County, ten miles long and two or three wide, varying; and our road does not pass through it, but at right angles to and near the head of it, but not in it at any point. The Chehalem is a part of the great Willamette valley, just as any one of the thousand little creeks which run ino the "Father of Waters"

is part of the Mississippi valley; and this statement of the East Siders about the Chehalem valley betrays either gross ignorance of Oregon or such a weakness in the discussion, as places them in the position of drowning men grasping at straws. What would they think if we should assert that their road does not run through the Willamette valley because it runs up Mill Creek?

The East Side road does not comply with the route of the Act of Congress, because it commences at East Portland, across the Willamette river, instead of "Portland," on the West side, and which river cannot be bridged except by special license from Congress, and then create an obstruction to the navigation of a magnificent river, in the very harbor of the City of Portland, the only commercial depot in the State, a result Congress never intended to bring about by the Act of July 25th, 1866, granting the land.

The West Side road is located on the best and most practical route, southerly from the City of Portland. It might be constructed up the West side of the Willamette river, through the Chehalem mountains, but at a cost impractical at the present time; and then it would be carried as far West in forty miles as it is when it turns due South near Hillsboro. The Willamette valley bears to the West, from the City of Portland, and Salem on the East side, touched by the East Side Road, is actually twenty miles West of Portland. Both East, and West side roads bear to the West from the City of Portland, because the course of the Willamette valley compels them; but the difference is this: the West Side Road

makes its "westings" soon after leaving Portland, while the East Side Road runs West more gradually. The West Side has this advantage, that the first twenty miles take it into the heart of the rich Tualitin valley and prairies, and gives it a monopoly of the trade of a vast region of not less than one million acres, and also gives it two hundred thousand acres of land yet vacant, worth, according to the estimate of the County Surveyor of Washington County, ample enough to pay for the first twenty miles of road; while on the other hand, the first thirty miles of the East Side Roads winds along the banks and around the projecting rocks of the East bank of the Willamette river, and through a rough and unproductive region not developing a single acre of land, and in constant competition with a river always navigable, and not within available distance of any public land, and this last item may be applied to both roads the whole distance through the Willamette valley; both items showing that the West Side Road has a paying route, and offers a good and safe field for the capitalist and investor, while the East side does not.

The West side of the Willamette river contains half a million acres more surveyed agricultural lands than the East side, and the West Side Road runs through the heart of the great Willamette valley—the "Chehalem" valley to the contrary notwithstanding.

THE EAST SIDERS ADMIT OUR RIGHTS AND PRIOR ORGANIZATION, AND TRY TO CAPTURE THE SAME BY CORRUPT MEANS. TESTIMONY OF JAMES P. FLINT AND J. H. MITCHELL.

James P. Flint, Esq., of San Francisco, of the firm of Flint, Peabody & Co., of San Francisco and Boston, at one time owned a tenth interest in the East side enterprise. Being a man of business, and seeing the importance of getting control of the West Side Company, in February, 1868, he wrote the following letter to Mr. N. P. Perine, who also owned a tenth interest, and who had come up to Oregon from San Francisco, to look after their interests. The following is the letter, italics being ours:

San Francisco, February 22d, 1868.

Mr. Perine—

Dear Sir:—You have two most important points to make on your visit to Oregon, first *to get possession of the original organization of the Oregon Central Rail Road, either by disorganization, or it would be far better to have that assigned to your Company, this is most important.* Second, to harmonize all parties in the State in favor of your Company, even if you have to *buy them.* I have told Mr. Reed that I should advise an *amount of stock to be given to such parties as are most influential;* he named preferred stock, but I told him that could not be given as it was required to build the road, as much so as the Bonds. I do not think it

necessary for you to give one dollar of the preferred stock, but the *common stock you* can afford to give, and to the *right parties* I should do so *most liberally*. You can easily showthat the preferred stock must help and must be kept especially for the raising of funds to help build the Road. I think I have satisfied Reed of this. *You must hold up the idea of the value of the stock* and that it will pay in a year or two, after the Road is completed, and I think he feels that it will be so.

You ought to have the help and good feeling of the whole State to go on smoothly; you will want the assistance of the next Legislature beyond a doubt, and this must be had.

Truly I remain yours,

JAMES P. FLINT.

In obedience to this letter, we soon thereafter find the East Siders giving away their stock "most liberally;" fifty thousand dollars to a single person, for the bare "use of his name" being but a trifle to the liberal East Siders; and their modest! Board of Six Directors soon expands into the colossal proportions of a "Mississippi scheme" with twenty-one Directors, (equally divided in politics,) having subscribed each one hundred dollars, and receiving in return $50,000 stock, and not "out" a farthing. Oh! how precious are their equitable rights.

We add, that Mr. Flint and his Oregon colleagues did not "get possession of the original organization of the Oregon Central Railroad," either by "disorganiza-

tion" or "assignment," although they sought to do so with lawsuits and "common stock" "most liberally".

On this point, we will now offer the testimony of J. H. Mitchell, their Attorney, the author of their last pamphlet, and principal "spokesman." When the East Siders were about incorporating their Company, the President of the West Side Company wrote to Mitchell, as one of the original Incorporators, apprising him of the facts. The East Siders also wrote to him, pressing him to go into the Company then forming by them in April 1867. The promoters of the East Side Company had told Mitchell all their objections to Gaston, "the obscure Notary of Salem," and the West Side Company, and all the pretended frauds about which they now howl in their pamphlet. They thought it important to have Mitchell with them, and of course used all means, including offers of stock "most liberally" to secure him; and after all their letters and personal statements from Elliot and others, all the pretended frauds in the West Side having been committed, Mitchell wrote a letter to "the obscure Notary," Gaston, April 26th, 1867, of which the following is an extract:

"I have been pressed hard to gointo the new organization. I have not done so, nor do I intend to. I must confess I do not see the necessity at present for a new company, and I have so distinctly stated to those engaged in getting it up."

Now then, with all the facts of the old organization, all the charges of its enemies, the Salem clique,

before him, and after making this positive statement, how does it come that J. H. Mitchell does go into the East Side Company and become its chief advocate. That is explained by himself as follows: About the first of May, 1867, "Gaston, the obscure Notary," went to Portland to see J. H. Mitchell and others about this Railroad business. While there Mitchell repeated to Gaston the above statement in his letter of April 26th, and also stated that Elliot, Moores and Gov. Woods had all been to see him and to press him into their new Company, saying they had made him "large offers," and wound up the conversation by declaring that he "would go into the company in which he thought he could make the most money." "Inasmuch as the West Side Company had no unassessable stock to offer, (and did not consider his name or services worth any if they had,) Mitchell yielded to the "pressure" of "common stock, most liberally," and was thus enabled to "see the necessity for a new company"—and thus we track up one by one, the traitors to the old Company, and find them deserting the peace, prospects and interests of the State, consistent only in the one selfish motive of getting "common stock" "most liberally" in the East Side Company, without rendering to the country or the corporation one single valuable consideration therefor.

BAYLEY'S RESOLUTION NO. 14.

The East Siders attempt to make capital out of this Resolution, introduced into the late Oregon Senate by

Senator Bayley, of Benton County. While they pretend to give a copy of the Senate Journal in relation to this matter which is duly certified by Secretary May to be all of the Journal, they leave the Resolution itself out. The play of Hamlet, with Hamlet left out, would not be a worse specimen of unfair garbling than this. The rules of evidence will construe such suppressions against the party making the reference; and so it is in this case. When the Resolution is presented, it shows that the West Side Company asked the passage of Bayley's Resolution for the mere purpose of settling doubts in the public mind, and not for the purpose of securing thereby any legal or equitable rights. The West Side Company did not admit that the Legislature of 1868 could confer any rights in this matter at all, as the following copy of the Resolution itself shows. After reciting the Act of Congress and the subsequent Legislation in Oregon, and the progress of the Company after their designation by the Legislature of 1866, in a Preamble, the Resolution says:

"Therefore, in order to remove all doubts in the public mind, it is hereby resolved by the Senate, the House concurring that the Oregon Central Railroad Company of Portland, Oregon, is and was the Company designated and intended to be designated by said House Joint Resolution No. 13, of 1866, and that this Legislative Assembly does hereby re-affirm said designation, and does re-designate and re-affirm them, the said Oregon Central Railroad Company of Portland, Oregon, to receive all the benefits and lands granted by said Act of

Congress, so far as the same relates to the State of Oregon."

SECRETARY MAY'S LEGAL OPINION—Among the thousand and one reckless charges made by the Salem Company, is the one that Gaston was not a Notary Public, Nov. 16th, 1866: and Secretary May is swift to give his decision in the matter. Inasmuch as May is neither the dispenser of charters nor the expounder of laws, his judicial opinion will not generally unsettle corporate rights in Oregon. The East Side Company stirred up an action of Quo Warranto on this very small point, and when Judge Upton of the 4th Judicial Circuit, decided that the filing of the Notarial oath and bond, was a material part of the Notarial office, and not having been done until Jan. 1864. (facts which Sec. May forgets (?) to certify to), it was more than probable that Gaston's term of office commenced in January and not in October, and therefore the East Side, Lawyers dismised their own case at their own cost, (see Gov. Gibbs certificate hereto attached). I might here introduce the legal opinion of Judge Chenoweth, one of the Directors of the East Side Co. given in a letter to our "Dear Governor," dated Dec. 17th, 1866, in which Chenoweth asserts that all of Gaston's acts as Notary, in the organization of our Company, were perfectly good and valid, if his opinion was worth the room it would take to write it down.

GASTON'S UNASSESSABLE STOCK—The East Siders have kept up an immense howl about this

for the past two years. The statement is absolutely false, and the East Side directors know it. There is not a single dollar of unassessable stock in the West Side Company—but there is two millions of such stock in the East Side Company, without the authority of law—and the President of the East Side Company dare not deny it.

"WILD CAT BONDS"—While on the subject of East Side unassessable stock, we may here call the attention of capitalists and investors to the condition of their Bonds and Mortgage. Up until Oct. 1868, the Mortgage to secure the East Side Bonds had not been recorded in Oregon, according to law, and when asked about the matter, S. N. Terry, one of their Trustees, had no knowledge of the mortgage whatever, showing that no means whatever had been used to protect the Bondholders. But far worse that this, we are informed by Dr. Loryea, their late Vice President, that their business had got into such confusion that neither their Secretary nor President could tell how many bonds had been issued; and that there were hundreds of these Bonds scattered around, one parcel with a Banker in Portland, Oregon, another at a Bank in New York, (names will be furnished on application to Dr. Loryea,) over which the Company had lost the control, and had not a dollar to show for them, owing to their reckless manner of issuing.

Let capitalists and investors in Oregon Railroad Bonds, be careful they do not dabble in anything labeled

at Salem, Oregon.

MERGER OF NO. 2 AND 3.—The East Side pamphlet shows that they have incorporated two Companies in the same name, in addition to the West Side Company. In this last pamphlet it is claimed that No. 2 and 3 were, merged in these words: "regarding the Articles filed by Gaston as illegal, fraudulent, and void, it was thought best by the corporators in said Company (No. 2) to merge said corporation in a new Company, by filing new Articles, that might be in all respects legal and free from fraud." In their pamphlet issued in May, 1868, they refer to the same matter, and there they say, "with a full knowledge of all the facts in the case, the Articles of Incorporation filed Nov. 17" (No. 2) were abandoned, because they were not deemed sufficient for the purpose in view, and in preference to amending them, new Articles were filed April 22d, 1867, (No. 3).

Now which statement is to believed? They state one truth in each. It is true that they abandoned No. 2, as stated in their pamphlet of May 1868; and it is also true that it (No. 2) was an illegal and fraudulent filing of papers as unwittingly admitted in their pamphlet of Nov. 1868, as was also their subsequent Articles of April 22d, 1867, for the reason, that every man in the concern well knew at the time of their action, that the corporate name and franchises of the Oregon Central Railroad Company justly belonged to another and prior organization, and they were engaging in a venture, not for the public good, but for the express purpose of breaking down another corporation and appropriating its rights

and benefits to their own selfish aggrandizement.

AMOUNT OF WORK DONE,—The East Side Company boast wonderfully of the amount of work they have performed. This is immaterial in the settlement of the rights of the rival parties. But if the facts were important, we could prove by Engineer's estimates that the West Side Company has peformed the most work: but it is not spread along for fifty miles, and nothing finished. Parties in the East desiring to be informed on this point, are respectfully referred, to P. C. Brinck, Esq., Vice President of the National Iron Co., 410 Walnut St., Philadelphia, as Mr. Brinck passed over the work of both roads in Oct. 1868.

SECRET FRAUDULENT AGREEMENT, AND OTHER HORRIBLE FRAUDS, GOVERNOR WOODS ON THE STAND; WITH CERTIFICATES OF MESSRS. GIBBS AND MULKEY.

The East Side Company have for a long time kept up an incessant clamor, of the "Stop thief" style, about a certain agreement which was entered into between "This man Gaston" and five others about the time of organizing the Company. By reference to the history of the Company, hereinafter, it will be seen that none of the men connected with the East Side Company were willing to advance a dollar to promote the enterprise. Their plan of a Railroad through Oregon, from Secretary

Sam Clarke, down to Lawyer Mitchell and President Moores, was wholly and entirely a paper affair, got up on "Wild Cat" principles, which should first pay them one million dollars preferred unassessable interest bearing stock, without a farthing consideration therefor, and then "tear" into the bowels of farmers of Oregon, and such gudgeous as they might deceive with their Bonds in the Eastern States, to get funds to make their "crib" valuable. Acting on this principle, they actually printed Bonds for many hundred thousand dollars, purporting on their face to be secured by a mortgage on a Railroad through the Willamette Valley, and had the hardihood to ask ev-Gov. Gibbs and W. S. Ladd Esq to certify to this arrant falsehood; but failing in this, and finding two other men who would certify, they put their Bonds on the money markets of the East, without having their mortgage recorded or ever delivered to their trustees.

Believing that such a course of conduct was not legitimate, and that money was necessary to build a Railroad, I resolved to give any capitalist a chance to invest his money in the enterprise, if so disposed. By reference to the history of the Company, hereinafter, the reader will see the circumstances which took me to Portland about the 12th of Nov., 1866. Here I found four capitalists who were willing to invest their money in the enterprise, and put in money enough to secure the construction of twenty miles of railroad during the summer of 1867, provided they were allowed to control their investment. Glad to find men who were willing to do something more than talk about "unassessable stock,"

and believing I was doing the best thing for the enterprise and the country, I made an agreement with them, giving them the control of their investment, and obliging them to advance a large amount of money to push the work. It was deemed best to keep the matter from the knowledge of the Salem party, who were so hungry for unassessable stock, as thei aim would be to defeat it, and with it the enterprise itself, and for this purpose only was the matter not made public at the time, the propriety of the course being more than justified by subsequent events.

This was the substance of this agreement, which was abandoned and destroyed before the organization of our Company. If it had not been thwarted by the malign efforts of the Salem party, twenty miles of Railroad would have been constructed in 1867, and ere this the cars would have been running to the head of the Willamette Valley. But the matter coming to the ears of the Salem party, they set to work to defeat the arrangement by getting up their first Company (O.C.R. R.Co. No. 2): "and thereby hangs a tale" which I now propose to tell.

During the progress of the Railroad legislation in 1866, one of the Incorporators of our Company, a man with a little political success, and just placed in a position of influence, had occasion to go from Portland to Salem, and by courtesy, was carried up in the private carriage of a leading capitalist of the former City. Along the way the conversation naturally fell upon legislative matters, and then upon the proposed Railroad

legislation. And during this conversation our political friend, used the following words, in substance (which I have had license to use to their author,) by the way of a proposition.

"Now I have been elected to the office of Governor and shall hold the office for four years, I have never yet had an opportunity to make any money, but my position and influence with the Legislature would enable me to do so. But I have no money myself, and will have to connect myself with men who have money, and if any public enterprise comes up, I want you (the capitalist) to understand that if there is any money in it, I can and will use my influence to make money for myself and those with whom I am connected."

Whether his traveling companion assented to this proposition to "sell out" the interests of the State to make money for this hungry politician, I do not know; but I do know that the same politician about Nov. 10th gave me letters of introduction to this capitalist in Portland. And further, this same politician agreed with me that if I secured a contract to construct the Railroad, on my visit to Portland, he should be a party and I should write him or telegraph him to come to Portland to sign any papers; and that after I secured the agreement above, I wrote to this politician to come down and sign the contract, and he took my confidential letter and showed it to I. R. Moores, and Moores immediately incorporated Co. No. 2, and after I returned to Salem, this politician, who had infamously betrayed his friends in the exhibition of their private letters, went with me

in the Counting room of Dodd's Hardware store, and after carefully reading the agreement, signed his name thereto, willing to pocket the money of the men who were relying on his honor, but whom, he was at that very time conspiring with their enemies, to rob. (I am particular to give a detailed account of this, because the gentleman has told Gov. Gibbs, Judge Hill and others, that he signed the paper in his office without reading it.) This is the "inside" history of this terrible secret agreement, secret only to the enemies of the Railroad and the author of it, the traitor to it, and the man who has shown himself devoid of all honor, willing to both rob and betray his friends, that man is George L. Woods, one of the Incorporators, the first President, and now a Director in this East Side Holladay Railroad Co. which issues a pamphlet denouncing his own acts to be the fraud of others. Such a chapter of perfidy can be scarcely found in the annals of infamy; and if I cannot, when he reads this paragraph, shame him into some remorse for his dishonorable course in this matter, I will at least."

"Put a whip in every honest hand
To lash him naked through the land."

The East Side Company have this, another traitor to the old Company, and the benefit of his treachery, and they are welcome to both. The contract they publish in their pamphlet is neither a full copy nor a truthful one, and it has never been so admitted at Corvallis, or anywhere else.

From this conduct of Woods, (bought up with the "common stock, most liberally") the public can see what kind of a party it is that has issued the last East Side pamphlet, charging frauds upon others. It would probably be too severe a compliment, and might subject the author to an action of libel to be mulct in heavy damages, to say that Woods is a fair sample of the East Side Directors who have issued their pamphlet, but really with this statement, unchallenged, and it dare not be. I should think some of them would think of following the example of Loryea and others, and resign.

All the pretended fraud and illegalities charged by the East Side Company, have been by themselves brought into Court, and they have ignominiously backed our from an investigation of their own vile slanders, and for the proof of which I refer the reader to the following official statements of Messrs. Gibbs and Mulkey:

STATE OF OREGON)
) SS
COUNTY OF MULTNOMAH)

Jan. 6th, 1869.

I hereby certify that in April, 1868, I was the District Attorney of the Fourth Judicial District of the State of Oregon, and it was my duty as such officer, to prosecute all actions against private corporations, to dissolve their corporate existence. That at that time, J. H. Mitchell, as Attorney for the so-called East Side Railroad Company, applied tome tohave an action commenced against the Oregon Central Railroad Company of Portland, (or West Side Company) and presented

as a basis for such action, a complaint subscribed and sworn to by I. R. Moores, President of the East Side Company; which complaint charged that the West Side Company was illegally acting as a corporation, and charged gross frauds, irregularities and illegalities in the incorporation of said West Side Company, among other things specifying the "Secret, Fraudulent Agreement," substantially as set forth in the pamphlet of said East Side Company, dated November 25th, 1868; and charged that J. Gaston was not a Notary Public at the time he certified the acknowledgment to the West Side Company's Articles of Incorporation; and that one-half of the capital stock of the West Side Company had been fraudulently subscribed by J. Gaston. Upon this complaint I commenced the action to dissolve the corporate existence of said West Side Company, in the Circuit Court for the County of Multnomah, as District Attorney, and the said J. H. Mitchell, Attorney for the East Side Company, appeared with me, and conducted the action for the prosecution. And that within a few days after the commencement of said action the Attorneys of the West Side Company met the said Mitchell before the Judge of said Court at Chambers in my presence and then and there proposed to investigate the said charges in said complaint immediately, or as soon as the prosecution could get ready for trial, WHICH PROPOSITION MR. MITCHELL DECLINED. That at the expiration of my term of office, July 1st, 1868, I turned said action over with the other business of the office to my successor, A. C. Gibbs.

(5 cts. Stamp) M. F. MULKEY

Portland, Oregon, Jan. 9, 1869.

TO WHOM IT MAY CONCERN:

I have been shown the above statement of M. F. Mulkey, late District Attorney, dated Jan. 6th, 1869, in relation to an action brought in the name of the State against the Oregon Central Railroad Company (West Side) and add: that I was one of the Attorneys for the "West Side" Co. before I was elected District Attorney, and that I know the above statement of M. F. Mulkey is true. That J. H. Mitchell was acting in behalf of the State, and as Attorney for the East Side Co. in said Action, and that I continued to act for the "West Side" Co. That after said action was commenced, and answer filed, a very large number of dilatory motions were filed by Mitchell, and at last he made a motion to continue the case, which motion, Defendant's Attorneys being ready for trial, opposed, and said motion was overruled, whereupon Plaintiff's Attorney, Mitchell, dismissed the action at cost of Plaintiff. Throughout the pendency of the action, the "West Side" Co. continually demanded and pressed for a speedy and thorough examination of the charges alleged; and in my opinion, the Plaintiff's Attorney Mitchell, would not have dismissed said Action if he had not been satisfied by the decision of the Court upon the demurrer to the answer, and upon the motions referred to, that the Plaintiffs had no possible chance of maintaining their action upon the final hearing.

ADDISON C. GIBBS,
District Attorney.

It was not evident from this, that the action referred to was nothing more than a "malicious prosecution," while the ignominious retreat from an examination of their oft repeated charges against the West Side Co. shows them to be utterly without foundation.

HISTORY OF THE ORGANIZATION OF THE OREGON CENTRAL RAILROAD COMPANY.

The Salem Company pretends to give a history of the organization of the West Side Company. They say that "a number of gentlemen conceived the idea of associating themselves together as a corporation under the name of the Oregon Central Railroad Company." The facts are as follows, and to be truthful and intelligible, require a degree of personal history not allowable under any other circumstances. After seeing the provisions of the Act of Congress granting lands, the undersigned resolved to organize a corporation to receive the grant.

He is the author of the name "Oregon Central Railroad Company," and drew up the Articles of Incorporation. They were presented first to J. S. Smith and I. R. Moores, on Sept. 29th, 1866, who signed them at once, as with these two gentlemen, but with no others signing, there had been some previous consultation. They were presented next to J. H. Mitchell, who at first declined to have anything to do with the matter, on the ground that he was unable to aid it with money, but

afterwards signed with the express agreement that he was not to be asked to contribute any money. Judge Shattuck then signed them, with the same agreement as to money, and with the stipulation that I would get John McCracken, Mr. Ladd in Portland to sign them. Jesse Applegate, F. A. Chenoweth and Joel Palmer then signed. I then presented them to Hon. H. W. Corbett, U. S. Senator. I had several interviews with Mr. Corbett, and he hesitated long before taking hold of the matter, on the ground that he did not want to go into matters which might fail, and he had doubts of this. He also objected to a secret agreement (explained hereafter,) which Mr. Moores and Sam. Clarke were proposing; but on my assurances that this secret agreement should be repudiated, and that W. S. Ladd, J. C. Ainsworth, R. R. Thompson, S. G. Reed and Henry Failing of Portland, should be requested to go into the Corporation, as they were capitalists interested in the country in whom he had confidence, he signed the Articles.

On the 6th day of October, 1866, four days before the passage in the Legislature of the Joint Resolution, No. 18, designating the Company to receive the Land Grant, I took the Articles of Incorporation to Samuel E. May, Secretary of State, handed them to him in his office, and requested him to file them according to law. He took one copy and wrote a filing of that date in pencil on the back of it, instead of filing it in ink. I told the Secretary I desired to have other names added. He handed me back the papers. I told persons that they had been filed; the Secretary of State told other

persons the same thing—and they were filed in fact and in law, Oct. 6th, 1866.

Mr. Melvin was requested to sign the papers because he was an active working man, and had some experience in Railroads. Gov. Woods was allowed to sign the papers because he desired to do so, and requested that privilege.

Soon after the adjournment of the Legislature, I had talk with I. R. Moores, (the present President of the East Side Company,) in relation to organizing the Company. Mr. Moores opposed any canvass among the people before electing Directors, as wholly useless and absurd. I proposed a meeting of the Incorporators, and for that purpose suggested a notice in the Oregonian, calling a public meeting of the Incorporators. Mr. Moores did not favor it, and I could not understand his motive. Soon after I learned from letters from two of the Incorporators that Mr. Sam. Clark had privately written to all the Incorporators to get their proxy to Mr. Moores to open the Stock Books. If successful, this move would have given Clark and Moores control of the Corporation. I wrote to the Incorporators in relation to the matter and General Palmer, and some others of them withdrew their proxies, leaving Clark and Moores without power to do any harm; and here was the commencement of the war waged by Moores, Clark and others in the East Side Company against myself for the past two years.

As soon as I learned (about Nov. 7th") that Moores

and Clark were engaged in this underhand game to get control—Commenced and pushed by them while they knew the exact condition of the Articles of Incorporation, as Moores was himself Assistant Sec. of State—I went to Corvallis and had a conference with F. A. Chenoweth, now a Director in the East Side Co. and Chenoweth, assisted in preparing a power of Attorney authorizing myself to open the stock books, being the first man to sign the document. Coming back to Salem, I called Mr. Moores into Gov. Wood's office and asked him to sign my authority. He declined on the ground that he was opposed to the "Barry Survey," which this document proposed to pay for with stock. Having some words at that time, it was agreed that we should meet in the Governor's office that evening Nov. 10th. We met, I. R. Moores, J. S. Smith, Sam A. Clark, Gov. Woods and myself being present. Considerable talk had. The condition of the Articles of Incorporation were referred to. Gov. Woods and myself favored taking into the Company, the Portland men named by Senator Corbett. The others did not favor it and Clark violently opposed it. But it was then and there agreed that I should go to Portland the next day and see the Portland men "and get them" "interested" in the Company. I did not go the next day, as the Agent and representative of all the persons then in the Corporation; and without instructions as to the way the "Portland men" should become "interested." Gov. Woods had prior to this, got up a scheme to interest them which has been explained under the head of "Secret Fraudu-

lent Agreement." The Governor gave me letters to a Portland Capitalist, and I made arrangements with certain of the Portland Incorporators to advance a large amount of money to start the enterprise, got their signatures to the Articles of Incorporation, returned to Salem and handed the papers to Secretary May at the Post Office on the morning of Nov. 21st, and he went to his office and unlawfully filed them of that date instead of leaving his original filing of Oct. 6th, stand.

While I was absent in Portland, Mr. Moores, Smith and E. N. Cooke (a new man) filed Articles for Company No. 2, and when I discovered it an explanation was demanded, and I was told by Mr. Moores they had filed "them" in order to preserve the rights of the Corporation, as they had been informed that I had destroyed the original Articles in Portland, and got up new ones." This they discovered to be false from the replacement of the original papers, and a meeting of all the old and new Incorporators was called to meet at Salem on Dec. 18th, 1866. At this meeting I. R. Moores, Sam Clark, J. S. Smith, E. N. Cook and myself were present. I had also proxies of the Portland Incorporators, including J. H. Mitchell, and could have "run" the meeting if so pleased—but nothing was done at all.

Mr. Smith and Cooke were then on the eve of going to Europe, and as it seemed impossible to get the Salem men to do anything, I prepared to open the Stock Books and canvass the valley for stock. Fourteen of the eighteen Incorporators authorized me in writing, about Jan. 1st, 1867, to open the Stock Books, and of these four-

teen, six were of the first ten known to the public, to wit: H. W. Corbett per W. S. Ladd, proxy, J. H. Mitchell, S. Ellsworth, Joel Palmer, F. A. Chenoweth and E. R. Geary; and of these six, three only of the first ten have been induced by unassessable stock to go into the Holladay or East Side Company.

Thus matters stood until April, 1867, when I had prepared printed posters and subscription Books, proposing to the people of both sides of the Willamette valley, to take stock generally, and the side of the river which should subscribe the most should have the road. This coming to the ears of I. R. Moores, he came to me and threatened to issue his "Protest" against the whole matter, and went all around and circulated that he believed I was trying to swindle the people. (We will show Mr. Moores presently where the "swindle" comes in).

About the same time, April 15th, 1867, Mr. S. G. Elliot and T. R. Brooks appeared at Salem, and going to Moores and Clark, they soon got up Company No. 3, now known as "The Holladay or East Side Company." Learning their intention of getting up a new company, I went to J. H. Moores of Salem, one of their Incorporators and now a director, and expostulated with him as to the propriety of such a course. I then told him that if they would wait until I could consult the Incorporators of the old Company, I would abandon it if they so advised. I also told Mr. Moores that if the other Incorporators would agree, Mr. Elliot

could use the old organization for his purposes; but not to do anything without some arrangement of the matter, as the organization of a new Company in the same name would result in all the strife, litigation and injury to the State which has since come to pass.

After this, I. R. Moores came to me and offered to take me into the new Company, give me an office in the concern and a share in "some other things," if I would throw away "the old papers." All this I declined to do, unless directed by the Incorporators of the old Company; and I therefore notified all parties of these proceedings; and Mr. Moores, instead of getting in all the old Incorporators, got up his Company with but four names, to wit: I. R. Moores, J. H. Moores, Samuel A. Clark and George L. Woods, two only being Incorporators in the old Company, and he using the names of Smith and E. N. Cooke, who were then in Europe, and S. Ellsworth who was at Eugene City, and filing no authority for using the names of these absentees.

It being necessary to legally organize our Company to enable it to protect its rights from the infringements of this third Company, I took the responsibility of subscribing one half the capital stock in a legal manner, and a Board of Directors were elected. Soon after I commneced canvassing for Stock on the West side of the river, and the Salem Company commenced their war of slander and vituperation, to prevent the people supporting my efforts, and to "crush Gaston," as they expressed it, but the crushing process has not yet

proved a success. Instead of their "conceiving the idea of forming the Corporation, and giving me the Articles to certify," it was the reverse. Not a man in the East Side Company ever had the Articles in his possession, save at the moment of attaching their signatures; and not a single man in that Company would ever agree to give me one dollar to defray even contingent expenses, saying nothing of aiding otherwise, to save this Land Grant to the State of Oregon. They wanted nothing to do with it unless they could "grab" a million dollars of unassessable Stock, to be made valuable by the labor and money of others. The entire expense of securing all the legislation of 1866, of all the printing, traveling expenses, and of getting up the Corporation, devolved upon, and was paid by the President of the West Side Company, while Moores, Mitchell & Co., would pay nothing, but now turn around and ignobly talk about "poverty" and "obscurity".

Their pamphlet shows that it was S. Ellsworth, who moved its adoption by their Board, making all these false statements, and it may be interesting to the public to see just how much interest, and at whose solicitation Mr. Ellsworth's name was connected with the enterprise, and for that purpose I submit the following letter:

Eugene City, September 26th, 1866.

J. GASTON, Esq.,

Dear Sir:—Of Course I cannot know the details of your plan of R. R. Bill; but placing confidence

in *you*, I have no objection to your making use of my name as Incorporator if you think best, in connection with such names as *your own* and those *you* designate in your letter, and to that end, I hereby authorize and empower you to use my name as if personally present and acting in that behalf.

Yours very respectfully,

S. ELLSWORTH."

(The italics are ours.) How does that compare with Mr. Ellsworth's charge that "they conceived the idea and gave me the Articles?" Mr. E. was then willing to be associated with "the obscure Notary Public of Salem," and permit him to use his name, and even designate all the other Incorporators, which last thing the "obscure Notary"did, receiving counsel from no man but Senator Corbett and Judge Shattuck; and Messrs. I. R. Moores, J. H. Mitchell, George L. Woods, S. Ellsworth and F. A. Chenoweth, who now lead in making those charges of obscurity, and claim themselves to have originated this Corporation, owe it entirely to the " obscure Notary of Salem," that they were ever named in connection with the enterprise. The origin of the enterprise dates farther back than the Articles of Incorporation of our Company. The President of the West Side Company has devoted a great deal of his time to the matter since September 1868, as Ex-Senators Harding and Nesmith, and Senators Williams and Corbett of Oregon, and Ex-Representatives McBride, of Oregon, and Bidwell of California, and Senator Cole, of

California, are well aware. On this point, S. G. Elliot, one of the leading spirits in the East Side Company furnishes his testimony in a letter to Gaston, dated March 19th, 1866, in which Mr. Elliot says, "as you were the only reliable active man moving in the matter in Oregon, and not being able to travel abroad, our Company (the Cal. & Ogn. Co.,) concluded to take some steps &c." Gov. George L. Woods, another East Side Director, claiming the credit of originating this enterprise, and denouncing "obscurity" on others, recommended the "obscure Notary" of the West Side Company, in a letter of introduction to a capitalist of Portland, Nov. 10th, 1866, as "a gentlemen who had been engaged in pushing this enterprise for several years, and had done more than all others to secure the present prospects of success &c." The Governor having availed himself of the services of "this man Gaston" to write his Railroad Message to the Legislature of 1866, had at least one reason for bestowing an unasked for compliment, and one reason why he should not now turn upon the "obscure Notary of Salem," to cowardly denounce him with poverty that "worst of crimes."

Another Director of this East Side Company engages in this crusade against the "obscure Notary," with very little excuse—the Rev. J. H. D. Henderson. Mr. Henderson will remember that when he was a candidate for Congress in 1864, the "obscure Notary" was then Editor of the Jacksonville Sentinel; and this Railroad question, then in its incipiency, was sought to be made a question against him in Southern Oregon. I

had then committed myself to the project and desired that the candidate I favored should be my friend on this Railroad question, if elected. Mr. Henderson then pledged me his support in this matter. He afterwards furnished me the statistics for Lane County, for "Barry's Railroad Report," which was published by myself. Mr. H. knows full well that the origin of this Railroad is not with his colleagues in the East Side Company; and in addition to the cause of truth and justice, which ministers of the Gospel are supposed to serve, he had the further reason of accepting the "obscure Notary's" hospitality, his political support and seventy dollars in gold coin as a gratuity from him at Jacksonville, to have induced him at least to have withheld his voice from this East Side pamphlet. The Parson has also doubtless forgotten his letter of Jan. 24th, 1866, from Washington City, addressed to the "obscure Notary" while Editor of the Oregon Statesman, in which he recounts his many valuable services to his country, including his labors for the railroad, as an inducement why the "obscure Notary" should use his efforts to secure Henderson's renomination to Congress. Life is indeed a checkered path, and it is refreshing to see Parson Henderson pocketing Gaston's money at Jacksonville to pay his traveling expenses, from very poverty, begging his influence for a re-nomination, and then (Alas! for the weakness of human nature) turning upon his old friend charge to him with obscurity and poverty in order to get "Common Stock" in the East Side Company "most liberally".

The "obscure Notary of Salem" cares nothing for

the supposed credit of originating this enterprise, and would not refer to it or notice the contemptible flings of "poverty and obscurity," were it not that these East side gentlemen, who are entitled to no credit whatever in the matter, now seek to make their accidental connection with the Company an equity in favor of the East Side or Holladay claim to the Land Grant. This is a full history of the origin and organization of the Oregon Central Railroad Company and this is the "sum of my offending."

ORIGIN AND HISTORY OF THE HOLLADAY COMPANY.

This is O. C. R. R. Co. No. 8, now operating on the East Side of the Willamette river, and called the Holladay Co. because Ben Holladay owns the concern in toto, and directs all its affairs, locates its Railroad where he pleases, and its twenty-one Directors have no more voice in it than so many wooden men.

I have heretofore referred to the "Secret Agreement" proposed by Sam Clark and Moores and so bitterly repudiated by Senator Corbett. This was the inciting cause or moving force which produced Co. No. 8. That agreement was prepared in San Francisco by the joint labors of S. G. Elliot and the above Clark; and it provided "that a Railroad Company should be gotten up in Oregon to secure the Land Grant, State Aid and all the aid possible from the people. That this

Oregon Corporation should execute a power of Attorney to S. G. Elliot authorizing him to let a contract to build the Road, and that said Company should issue two million dollars of unassessable stock to certain Californians for their good will in the matter, and then these Californians would transfer back to the Oregonians getting up the Company one million dollars of the unassessable stock for their trouble in getting up the Company; and no man was to pay a cent," I opposed this scheme from the first, and this is the cause of the war against myself and the West Side Company.

The two millions were issued to A. J. Cooke & Co. one million transferred back to the Directors of the East Side Co. and for a long time lay in the safe of E. N. Cooke at Salem, who was told to hold it in trust for the Honorable Directors until it would become valuable. While J. H. Mitchell and I. R. Moores were perambulating the Country, with salaries of four and five thousand dollars per year beseeching the people to purchase their ten cent stock, they declare that this two millions of unassessable stock was all given to the contractors A. J. Cooke & Co. as a bonus to induce them to take the contract at $85,000 per mile over a level country; but they denied that they (the Directors and managers) hold any of this stock, when they each had $50,000 apiece in the safe of Mr. Cooke; while the people were besought for their hard earnings to *to* build the Road, make this stock valuable, they would pay nothing. Does Mr. Moores and his twenty Directors discover any fraud or deception here?

After they had incorporated their Company, they organized on the false, fraudulent and illegal subscription of stock, set forth on page 18, electing a Board of Directors and other officers when they had but six hundred dollars subscribed in a capital stock of seven million two hundred and fifty thousand. They then let a contract to build their road, to A. J. Cooke & Company. And who were A. J. Cooke & Company? Nothing more than a man of straw, a fiction, a cheat, fraud, swindle,—There never was such a firm. Mr. Elliot used that name to contract with the Salem Company, while he represented them to be Railroad Contractors in the East of immense wealth, and the Salem dupes gave out that Jay Cooke & Co., (the great Bankers,) were the men backing them, and kept up this delusion in Oregon until persons in Portland received letters from Henry D. Cooke, of the last named firm, denying any connection with the concern. While Mr. Elliot represented here, that A. J. Cooke & Co., were such wealthy men in New York and Boston, he represented there, that A. J. Cooke & Co., were wealthy contractors in San Francisco, and sohe and his Oregon dupes when pressed to give the P. O. address of the great Contractors, would always locate them, like the milk sickness, "over in the next county." After this humbug contracting firm was exposed and denounced in the Oregon newspapers, one of their Directors, F. A. Chenoweth, declared to a public meting at Corvallis, that A. J. Cooke & Co., were "an association of capitalists in the East, any one of whom was able to construct their Rail-

road" and named as members of the firm Judge Sawyer, of Sandusky, Ohio, and a member of the U. S. Senate from Ohio;" and J. H. Mitchell, at a subsequent meeting at the same place took a safer course and told the people "it was none of their business to know about A. J. Cooke & Co." Prior to that Judge Hill, of Portland, had told Mitchell that Cooke & Co. was a swindle, and that he (Mitchell) knew it, and told Mitchell to get out of it. Long prior to this, in May 1867, the East Side Company had sent their Vice President, (Dr. A. M. Loryea,) to the East to see Cooke & Co., but after searching all through New York, Boston, Baltimore and Sandusky, Ohio, could find nothing of the contractors, and Mr. Elliot could give no account of them; and finding himself grossly deceived by Elliot, he returned to Oregon to expose the whole concern and withdraw from it, which he did, and for the truth of all this we are authorized to refer all persons desiring information, to him at Portland, Oregon.

The point I make here, is this: That after the character of this A. J. Cooke & Co. had been publicly exposed, and denounced in Oregon, and brought to the knowledge of the President and Directors of the East Side Company, by letters from Dr. Loryea in the East, they went around the country, personally and by Agents, J. H. Mitchell, and others, soliciting the people to purchase the common stock of their concern, nominally worth one hundred dollars per share, at ten cents on the dollar, and offering the purchaser as an inducement the written obligation of A. J. Cooke & Co., on

the back of the stock, to refund the amount paid for it within two years, they then knowing the true character of A. J. Cooke & Co. Putting all the facts of the case together, can any fail to conclude that both the President and Directors of the East Side Company attempted to "obtain money under false pretenses," and attempted to perpetrate upon the farmers and others of Oregon one of the most disgraceful frauds and infamous swindles ever spawned upon any community? Does Moores now see where that swindle he charged on Gaston to the citizens of Spring Valley, comes in?

It may be replied, that Cooke & Co. could not have been a humbug, because they (Elliot) spent some money in Oregon. We understand all that. Elliot (Cooke & Co.) commenced grading &c., on the East side of the river with twenty thousand dollars advanced to him by three or four men in Portland, (names could be given if necessary) who he deceived and humbugged with the idea that Cooke & Co. were a reality, and that he could get iron, rolling stock, &c., to lay track. When the twenty thousand dollars run out, he was compelled to sell the Locomotives, "George L. Woods," and "I. R. Moores," named for the East Side Presidents, then at San Francisco, to the Central Pacific Railroad Company, and use the proceeds; and these locomotives he purchased in Boston with the Bonds of their Company, with the fraudulent representations that Company was entitled to the Land Grant and State aid. The concern then being in the condition of the dying man administering on his own estate, Ben Holladay swooped down

on it, and took it all in—contracts, Directors, hide and hair; and they are now his property.

Passing over the volumes of false statements with which this Company deluded the people of Oregon during the years 1867 and 1868, about the vast amounts of iron and rolling stock they had sent here, but which has never yet appeared, we now leave this history of the East Side Railroad Company, which assumes to act the censor upon the acts of others. Neither the "Unassessable Stock Swindle," nor its mate, "the A. J. Cooke & Co. cheat," can or even will be explained to the public by the parties here connected therewith, and in their last pamphlet they confess the disgrace of it by total silence on these subjects. But like Banquo's ghost, it will not down at their bidding.

The character of this East Side Company, is such that Ex-Governor Gibbs, and W. S. Ladd, the principal Banker of Oregon, refused to act as Trustees in their Mortgage Bonds, after their names had been printed in the Bonds; and in September, 1868, Dr. A. M. Loryea, their Vice President, Hon. Phillip Wasserman, and Hon. Hamilton Boyd, Mayor of the City of Portland, then acting as Directors in said Company withdrew therefrom, on account of its equivocal character.

CONCLUSION.

In concluding the unpleasant duty of making reply to the many and oft-repeated false statements of the East Side Company, we desire to call attention to

the fact that our Company has acted solely in self defense. Ours is the old, the original Oregon Central Railroad Company, the Corporation recognized and designated by the Legislature of 1866. We have not now nor never had, any feeling to oppose the construction of a Railroad upon the East side of the Willamette river, and it was even never decided that our Company would not have located their road upon that side of the river, had we not been forced away from such a choice by the course of the Salem party.

Whatever of discord, contention, litigation, strife and damage to the material interests of Oregon, which may have grown out of this contest between these rival Companies, it is all justly chargeable to Moores, Mitchell & Co. of the Holladay Company. They got up the second Company, they got up a third Company, both usurping the Corporate name of our organization, and in this first act of theirs, they betray their designs, commit the first assault, and declare war upon our prior rights and corporation—and this they did with full notice of our rights and claims, and in the face of the olive branch then tendered them.

Our Company has always been ready and willing to co-operate with any corporation, or even the East Side Company, to promote railroad interests on both sides of the river, on the sole condition that such Company should not use our corporate name; and in all candor, we claim to have offered both generosity and justice. And ever willing to heed the verdict of enlightened public opin-

ion, we are content to submit our cause to such arbiter, awaiting the decision in its "sober second thought."

Respectfully submitted,

J. GASTON,

Pres't Oregon Central Railroad Co.

Portland, Oregon, Jan. 20, 1869.

Note: Willing to do Secretary S. E. May full justice in regard to the filing of our papers, I give the following copy of a statement, made by him on the back of the Multnomah County copy since most of the foregoing matter was printed. Copy: "This is evidently the Articles of Incorporation presented by Gaston for filing on the 6th of October, 1866, as I recognize the letters and figures on the bottom to have been made by me at that date, which I have not seen from that date to this.

SAMUEL E. MAY,

January 19th, 1869. Secretary of State."

This statement clears up a vast amount of misrepresentation circulated by the East Side Company.

J. G.

OFFICERS OF THE
OREGON CENTRAL RAILROAD COMPANY.
BOARD OF DIRECTORS.

Col. Thomas R. Cornelius, (Farmer) Centerville Oregon.

Capt. J. C. Ainsworth, (Prest. Oregon Steam Nav. Co.) Portland Oregon.

J. B. Underwood Esq (Attorney at Law) Eugene City Oregon.

Hon. William T. Newby, (Farmer and Miller) McMinnville Oregon.

J. Gaston Esq. (President of the Company) Portland Oregon.

TREASURER—W. S. Ladd Esq. Portland Oregon.

SECRETARY—E. W. Haines Esq., Portland, Oregon.

Trustees in the 1st Mortgage, Charles M. Carter Esq. Portland Oregon. James B. Harker Esq. Portland Oregon.

Company's Office, No. 12 Carter's Block. Portland, Oregon.

GOVERNMENT'S EXHIBIT 107.

REMONSTRANCE

Against extending the time for filing assent to the act granting lands to the Oregon Central Railroad Company.

To the Honorable the Congress of the United States:

The undersigned respectfully represents that Congress granted lands for a railroad to such company as the Legislature of Oregon should designate. The Legislature designated the Oregon Central Railroad Company. The company filed its assent to the act, and located, and is now construcing, the road, having already expended about $100,000, and contracted for the completion of one hundred and fifty miles of road. The line of their road is located on the west side of the river which divides the Willamette Valley into about equal parts. After the act of designation. another company was organized under the same name, to build a road on the east side of the river.

The latter company had three months remaining within which to file an assent to the act of donation, but failed to do so, and until recently the men in charge of it publicly disclaimed all pretensions to the grant. But at the last session they applied to the Legislature to be designated as grantee, on the pretence that the former designation was made under a mistake of facts, and was therefore void. There being a majority of "east-siders" in the Legislature, the application was successful.

They have sought to file an assent to the act of Congress, but the Secretary of the Interior refuses to receive it, on the ground that the time has elapsed, and that the west-side company had filed in time. They now ask to have the time extended; and against such extension the undersigned, on behalf of the west-side company, which he represents, respectfully remonstrates.

The basis of the second designation is that the first was nugatory, because it proceeded on the false assumption that the company was a legal corporation. The facts were, that the articles of incorporation were signed and acknowledged before a lawful officer, and filed with the Secretary of State, as the law requires. Thereupon the Legislature resolved, "That the Oregon Central Railroad Company, a corporation organized under the laws of Oregon, be and is hereby designated," &c. Now, it is true that the Secretary did afterwards permit one of the corporators to withdraw the articles, and procure other names to them, and they were not refiled until after the designation was made, The memorandum of the first filing was replaced by another of the latter date. The undersigned claims that the withdrawal of the paper from official custody was without authority of law, and did not destroy the corporate existence of the company.

But it is not necessary that the company receiving the grant should be a corporation; it only needs to be "a company organized under the laws of Oregon." Congress could as easily have said a corporation organized, as a company organized, if it had a choice between them. It cannot be successfully maintained that company

means corporation, nor that laws of Oregon mean statute laws, nor that organized can only be predicated of corporations. A joint-stock company or co-partnership, formed or organized in accordance with common law, as it prevails in Oregon, fills all the requirements of the act of Congress; and when the Legislature describes the company as a corporation organized, it is immaterial whether those descriptive words are true or false. It is not a jurisdictional fact, necessary to make the designation lawful; nor is it, as a descriptive fact, necessary to identify the company intended. The name was sufficient to identify the company, since no other of the name existed. To strike out this surplusage does not affect the legality or certainty of the designation, but it does sweep away the pretext for attacking the rights of the company.

Even if the grant were confined by the act of Congress to a corporation, and to a corporation whose stock should be subscribed and officers elected, it still would only be necessary that the organization should be complete at the time the grant took effect, namely, when the assent was filed. It was not the designation, but the assent, which vested the franchise. The designation, or pointing out, of the company, had the necessary foundation for its support, namely, a company so far organized under the laws of Oregon as to be capable of identification as the legislative choice; and the assent had its necessary foundation, even according to the most captious claim, namely, a completely organized corporation capable of accepting the offered franchise.

But again, if the unauthorized act of the Secretary, in temporarily parting with the custody of the record, destroyed or suspended the corporation, or if any other irregularity intervened, whereby, in technical law, the organization was defective, the Legislature was in possession of all the facts, and acted upon that knowledge, and their act became public law, and as such is conclusive upon all parties. If it is true of a private act of Parliament, predicated on a fact which induced its passage, that it may be set aside, or the right reclaimed by the king, if the fact was false and fraudulently imposed upon Parliament, it is not true of a public law, even in England; and much less will such a doctrine apply where, as in this case, the facts are part of the public records of the country. No facts are alleged to be wanting to this corporation but such as the laws of Oregon require to be evidenced by official records, and concerning which the Legislature could not be ignorant or deceived; and it is is not competent for one Legislature to reclaim, or declare void, a right acquired by a public act or resolution of a former Legislature, upon the pretense that such former Legislature were ignorant or deceived respecting such facts. If the State has changed its mind, it nevertheless is chargeable with knowledge of the condition of its own records, and of any defects in those records, and it cannot deny the truth of its own assertion, that the company was a corporation duly organized, and thus destroy the rights of those who have invested their money and bound themselves by contracts on the faith of that declaration.

For another reason the Legislature had no power to make this second designation; the time for any company to file an acceptance of the grant had expired, and the grant had lapsed. To appoint a grantee after the offer of the grant had ceased, was simply void, and left the matter exactly where it was. The Legislature which designated the west-side company had jurisdiction of the subject; the one which designated the east-side company had no jurisdiction. If the former failed for want of regularity, the latter failed for want of power. Which of them should Congress aid?

The west-side road is thus far built by the contributions of citizens along the line, in the full belief that, when their sacrifices shall have completed twenty miles of road, patents will issue for the land, which will insure the continuance of the work. The east-side road is being built with foreign funds, raised on the company's bonds, with a full knowledge and open avowal that they had no land grant. Ought the former to be cheated of their just expectations, for the purpose of gratifying the covetous afterthought of the latter? If this company had not been designated, the stock would not have been taken and the contract let. To withdraw the land-grant is to devolve upon the stockholders personally a burden which will crush them. They cannot meet their engagement, and the money already expended will be wholly lost. It is no answer to say they may defend their rights at law. It was not a lawsuit they were promised, but land for a railroad. To give them the lawsuit instead of the land is to delay, if not to defeat, the bounty of Congress,

and punish innocent persons for their faith in the Government. The right is in the company deriving its title from the Legislature which had jurisdiction; and if a curative act is necessary, it ought to cure a defective exercise of power rather than a usurpation of power.

The undersigned therefore prays that, instead of the pending bill, an act may be passed confirming what the first Legislature had the right to do, and tried to do, and supposed they had done.

S. G. REED.

Proposed substitute for the pending bill.

A BILL.

Explanatory of the act of July 25, 1866, granting lands to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad in California, to Portland in Oregon.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That the joint resolution of the Legislative Assembly of the State of Oregon, of October 10, 1866, designating the Oregon Central Railroad Company to construct the railroad mentioned in the said act of July 25, 1866, was a lawful execution of the power vested in the said Assembly; and that the said company, by filing their assent to the said act on the 6th day of July, 1867, acquired the rights granted by the said act.

GOVERNMENT'S EXHIBIT 108

OBJECTIONS

TO THE

PASSAGE OF SENATE BILL NO. 94

To amend the Act entitled "An Act granting Lands in aid of a Railroad and Telegraph Line from the Central Pacific Railroad in California to Portland In Oregon," approved July 25, 1866.

M'Gill & Withrow, Printers.

[5298]

SENATE BILL NO. 94.

OBJECTION

Is made to the passage of this bill, (S. 94) as an infringement of the rights of the "west-side company", first appointed to take and apply this land grant. Not that their rights can be destroyed by legislation; but a solemn act of Congress, upon full discussion, will have such weight in shaping opinions and moulding results, that, potentially, it will decide the case against them; if in no other way, by the destruction of their credit, and forced abandonment of the work.

THE BILL,

In form, is very fair. It authorizes any company heretofore designated, to file its assent to the act of Congress within a year. Apparently, both companies may avail themselves of its provisions. But the west-side company filed its assent within the original time, and not only needs not to repeat that act, but to do so would confess the first assent to be void. The bill, therefore, applies only to the east-side company, which has never filed an assent, and cannot without a new law. It offers food to the one and poison to the other. This impartiality is more apparent, when it is observed that the predicate and basis of the bill is, that the designation of the west-side company was void. If it was a good designation, no one doubts their right. That it was void and conferred no right, is the theory of the bill; and if the bill

passes that will be the decision of Congress, no matter what the members, in their minds, intend, and that as surely as if expressed in words; for only on that theory can it rightfully pass. The committee say Congress ought not to decide. But the bill decides, as much as Congress can, that the first company has no rights, and grants the land anew to the second company, which confessedly has none until conferred by this bill. The committee say it is a judicial question. It will be, if the bill passes. Without it, none but the United States can question the rights of the first company.

THE LETTER

Of Mr. Browning is the chief argument. It accords with the bill. It says the grant has lapsed, and the bill is necessary to revive it. It can only have lapsed because the west-side company has not, in contemplation of law, been designated. Therefore, to revive it to any company heretofore designated, is to revive it, or rather to grant it anew, to the east-side company; for, according to Mr. Browning, that is the only company heretofore designated.

But Mr. Browning's conversations, written or verbal, prove nothing. When the Secretary of the Interior shall perform or decline performing an official act, such act or refusal will have a legal meaning, and the party aggrieved may either submit, or may appeal to the President and obtain the opinion of the Attorney General. The company could not have appealed from that letter,

if they had known of its existence. It cuts no figure, except as the opinion of Mr. Browning, or of the railroad clerk of the Interior Department who probably prepared it. Its value is in proportion to its accuracy. Its only point, the

LOSS OF THE LAND,

As an aid to the building of the road, is proved inaccurate by the terms of the grant itself. The act declares that either the Oregon or California company, on completing its part of the road and finding the other part incomplete, shall have the right to proceed, with the consent of the State, until the whole is completed. Oregon has already given that consent by its general incorporation law, the terms of which any corporation can easily comply with. This likewise disposes of the

REPORT

Of the committee, which assigns no reason for the passage of the bill, but the groundless fear that the road will lose the land.

THE TITLE

of the company first designated depends on its being, in fact, the one intended by the Legislature, and on its having filed its assent within the time; both of which are conceded. It depends not all, as has been supposed, on its having at that time performed each and every formal act necessary to acquire the legal quality of a corporation.

The king, in 1761, granted the town of Pawlet, N. H., in sixty-eight shares, to persons and institutions named, and among them, "One share for a glebe for the Church of England, as by law established." In 1802, a society of Episcopalians was organized in the town, and the parson commenced to take the rents of the glebe. After the Revolution, the State undertook to divert the land to another use. A law-suit resulted, in which the Supreme Court of the United States held that the Church of England was not a corporation, nor was the grant made to it, but to the local church in the town of Pawlet, which did not then exist; that the grant passed the title out of the crown, but not into any grantee, because there was none; that when the town came to be sufficiently settled, and a church was organized, the title vested in the parson, a corporation sole, having been, in the mean time, forty-one years in abeyance. The court admitted the general rule that the title does not pass out of the grantor unless there be a grantee in whom it can vest; but it recognized these semi-public objects as exceptions to the rule. Pawlet vs. Clark, (9 Cranch, 292.)

The objection of want of grantee goes to the act of Congress, which contains the grant. The resolution of the legislature only selected a grantee to take a previous grant. That previous grant was void from the beginning if a grantee in being was necessary to its validity. If the grant was good until the grantee was chosen, why not until he qualified himself to take? The objection goes not to length of time, but to any time. Is not an

act of Congress which departs from the common law an alteration of the latter for that case and to that extent? And is not this likewise true of an act or resolution of the legislature? And do not such statute laws put aside, for the occasion, all common law obstructions, just so far and just so long as necessary to allow the act or resolution to effect its object? This has never before been questioned.

But here has been no departure from the common law, even if the rule were applicable to a grant like this. On the contrary, the act of Congress expressly requires that the title of this land remain in the United States until the road shall be built in sections of twenty miles. It is then to be conveyed by patent. The rule cannot be invoked until the patent issues, and it then must be applied as between the grantor and grantee of that instrument.

THE MISTAKE

Said to have been made by the Legislature, in supposing that the company had completed its corporate organization, was therefore a mistake of an immaterial fact, which, being true or false, could not affect the validity of the resolution.

But a legislature cannot be mistaken, ignorant, or corrupt. Whatever may be true of some or all of the members, no such allegation is admissible against the legislature, as such. Its acts and resolutions are the will and law of the State, as applied to the facts existing or assumed, regardless of prior laws, common and statu-

tory. Facts, declared or assumed by the law, are, for the purposes of the law, a part of the law itself. At least the State, and those claiming through the State, cannot deny such facts. McKinnon vs. Bliss, (21 N. Y. Rep. 206).

The State of Georgia authorized by law the sale of certain lands; and they were sold accordingly. A subsequent legislature declared the act void, because its passage was procured by dividing part of the property among the members, as bribes. But the Supreme Court of the United States held the law to be in no way affected by the reasons which induced the members to vote for it. Fletcher vs. Peck, (6 Cranch, 87.) That, however, was long ago. If it had occurred just now, and in Oregon, that statute would have been assailed as a violation of the common-law rule that fraud vitiates everything it touches. Still, it is likely that case will be followed whenever a law is impeached in a court for the ignorance or mistakes of members respecting facts material or immaterial. And yet such a mistake is all that has been objected against the rights of this company.

If that question were not concluded by the law, but could be tried as a question of fact, the mistake might be disproved by two kinds of evidence: First, the record. Corporations are created in Oregon by record in the office of the Secretary of State; and neither the members individually nor the Legislature as a body could be heard, nor could anybody claiming through

them be heard, to deny a knowledge of the condition of those records. The record proves not only what the facts really were, but that everybody knew them. Second, oral evidence that a designation of this company to receive the grant, and a guarantee of interest on its bonds, were asked and granted, as conditions necessary to induce a completion of the organization and subscription of the capital stock, whereby personal liability was to be created.

THE FACTS

Are, that a sufficient number of men had signed and acknowledged articles of incorporation, assuming a corporate name, and defining the object to build this road. Others were ready to sign and subscribe the stock, if only assured of this grant and a guarantee of interest on the company's bonds. Thereupon the Legislature designated the company, by its corporate name, to receive and administer this bounty, and passed an act guaranteeing the interest on a million of its bonds. Others then signed and acknowledged the articles, and they were filed, and constituted the company a corporation in law. The stock was then subscribed, the officers elected, the assent filed, and the work commenced; and up to this time the company is not in default.

THE IDENTITY

Of the company, intended by the resolution of designation, has never been disputed. The name, in the then

absence of any other of that name, was a sufficient identification. The additional words, "A company organized under the general incorporation laws," are to be understood to mean the facts as they existed; the organization so far as it had then proceeded; or, if they mean that the company was already a corporation in law, that fact is not now disputable. And if that statement in the resolution, whatever it means, could be denied and disproved, it is, at last, only surplus description of a company already identified with certainty by the preceding words, and as such would, by a court, be disregarded.

THE EAST-SIDE COMPANY

Was organized under articles filed five months after the first company had been designated and had filed its articles. They had still three months in which to file their assent, if they intended to claim the grant; but failed to do so. That they had not been designated is no excuse, for the act establishes no order of priority between the designation and assent. The designation might be made at any time, if only the assent were filed within a year. But to designate a company which had not performed that condition, after the time for its performance had expired, was idle and void, since there was no possibility for such a company to take. Therefore, as the case stands, that company has no color of right. Neither has it any equity; for it knew it had no rights under the act of Congress, and did not claim any. Its claim was, that neither company had a right to the grant.

It did not expend money believing it had rights. If it laid out another road, and, as the report says, expended money believing the other company had not been legally designated, it is in the predicament of a trespasser who has expended money in the belief that he had found a flaw in the owner's title.

THE EQUITIES

Are with the first company. They have not sought to appropriate the estate of another, by astuteness in detecting defects of title, but have applied themselves to improving their own, with full confidence in their rights. Their faith in those rights, based on a solemn act of the Legislature, passed at the instance of Congress, entitles them to other treatment than this bill proposes. The committee say that because the east-side company organized and expended money, relying on a technical defect in the title of the other, they ought to have the benefit of the law according to which they made their investment. Exactly so. Let them abide by it. It is only themselves who object to that rule. They alone ask a new law. The committee think that if the flaw in the title exists, the new company should have the land, because they expended money believing in the flaw, though the company which was prior in time expended its money believing in its title. It is for Congress to determine whether it will adopt the committee's rule of equity.

THE EXTENSION,

By the last Congress, of the time within which to complete the first twenty miles of road, overrides all questions, and decides the case. At the time of the passage of that act but one company had been designated. The second company was as much a stranger to the grant, and outside the purview of the act of extension, as was the Hudson's Bay Company. The act of extension was not addressed, as this bill is, to a company as yet outside of the case, but to the company which had been designated by the Legislature as the grantee, and had filed its acceptance of the grant; and it said to that company, "If you will construct twenty miles of road within the extended time, you shall have a patent for so much of the land."

Here was a new bargain, waiving and ignoring all vices and defects hitherto, and putting the rights of the company anew upon a single condition. Relying on that new promise, the company has since invested a large amount of money, which it before had feared to do, in performing their part of the contract. It is now proposed that Congress withdraw from the agreement, and give the land, so far as Congress can, to a stranger.

If the Legislature, as the agent of Congress, stumbled in executing the power of appointment, and Congress, instead of setting it aside before money had been expended, deals with the appointed company as its grantee, by making with it a new agreement, and thus

draws on the grantee to expend money on the faith of such new agreement, it requires but little knowledge of jurisprudence to perceive that Congress cannot afterwards set aside the appointment for defects existing prior to the ratification. But an act to do this directly would be more creditable to Congress and less injurious to the company than this bill, intended, as the committee say, to let in another company to litigate for the rights thus granted and confirmed, and that upon a technicality of older date than the confirmation. Either method of accomplishing the object in simple repudiation. And,

FINALLY,

Why should that appointment be repudiated? If the company was not then a corporate being, it became such in time to perform, and did perform, the first corporate act required—the filing of an acceptance of the grant. An earlier completion of its organization could have served no useful purpose, and was required by no law, common or statutory. The case was but a repetition of many similar ones, wherein Congress has granted lands for like objects to companies to be afterwards organized. It was not a departure from the common law, for there was no present grant requiring a grantee in being. Even if title passed by the grant out of the United States, it afterwards vested in the corporation when it came into being, according to the Pawlet case. And besides, the grant was made by act of Congress and supplemental resolution of the Legislature, both statute

laws, which, for the occasion, put aside every prior law that stood in the way, and against the validity of which nothing can be averred but constitutional limitation of power, and the truthfulness of which, respecting facts, cannot be denied by those claiming from the same source. At the worst, it was but an innocent mistake, and injured no one; and, Congress, who alone had the right to take advantage of it, declined to do so, but made a new bargain with the company for further time to earn the land, and the company is making heavy expenditures to comply, and expects to comply with this new bargain. Notwithstanding which, the bill says, that if the appointment was defective, the land shall be given to another company; and it actually gives it to that other company if it will go to law and beat the first company upon the technicality which Congress has forgiven. The second grant in the Georgia case had a better moral aspect; but Chief Justice Marshall denounced it as "a mere act of power, which must find its vindication in a train of reasoning not often heard in courts of justice."

For the company,

S. G. REED,
Agent.

APPENDIX.

S. 94

In the Senate of the United States, March 10, 1869,

Mr. Williams asked, and by unanimous consent

obtained, leave to bring in the following bill; which was read twice, referred to the Committee on Public Lands, and ordered to be printed.

A BILL

To amend an act entitled "An act granting lands to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad, in California, to Portland, in Oregon, approved July twenty-five, eighteen hundred and sixty-six.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That section six of an act entitled, "An act granting lands to aid in the construction of a railroad and telegraph line from the Central Pacific railroad, in California, to Portland, in Oregon," approved July twenty-five, eighteen hundred and sixty-six, be, and the same is hereby, amended so as to allow any railroad company heretofore designated by the legislature of the State of Oregon, in accordance with the first section of said act, to file its assent to such act in the Department of the Interior within one year from the date of the passage of this act; and such filing of its assent, if done within one year from the passage hereof, shall have the same force and effect to all intents and purposes as if such assent had been filed within one year after the passage of said act.

In the Senate of the United States, March 22, 1869,

Mr. Williams made the following report, (to accompany bill S. No. 94.) The Committee on Public lands, to whom was referred a bill entitled "A bill to amend an act entitled 'An act granting lands to aid in the construction of a railroad and telegraph line from the Central Pacific railroad in California to Portland, in Oregon,' approved July 25, 1866," respectfully report:

That on the 25th day of July, 1866, Congress passed an act granting lands to aid in the construction of a railroad and telegraph line through the State of Oregon, in which it is provided that the lands shall go "to such company organized under the laws of Oregon as the Legislature of said State shall hereafter designate."

On the 10th of October, 1866, the Legislature of Oregon adopted the following house joint resolution:

Whereas the Congress of the United States at its last session passed an act granting land to aid in the construction of a railroad, and telegraph from the Central Pacific Railroad in California, to Portland, Oregon, and made it the duty of the legislative assembly of the State of Oregon to designate the company organized under the laws of Oregon, which shall receive that part of said land grant lying within the State of Oregon: Therefore

Be it resolved by the House, (the Senate concurring,) That the Oregon Central Railroad Company, a

company organized under the general incorporation law of Oregon, be, and the same is hereby, designated as the company which shall be entitled to receive the land granted, and all the benefits of an act of Congress, approved July 25, 1866, entitled "An act granting land to aid in the construction of a railroad and telegraph from the Central Pacific Railroad in California to Portland, Oregon," so far as said land grant applies to the State of Oregon.

On the 20th of October, A. D. 1868, the legislature of the State adopted the following Senate joint resolution:

Whereas the Congress of the United States, by an act approved July 25, 1866, entitled "An act to aid in the construction of a railroad and telegraph from the Central Pacific Railroad to Portland, in Oregon," did grant certain lands in the State of Oregon, and confer certain benefits and privileges upon such company organized under the laws of Oregon as the legislature of such State should thereafter designate;

And whereas the legislative assembly of Oregon, at its fourth regular session, did adopt a joint resolution known as House joint resolution No. 18, designating in terms the Oregon Central Railroad Company as the company entitled to receive the land granted by, and all the benefits and privileges of, the said act of Congress;

And whereas at the time of the adoption of the said joint resolution, as aforesaid, no such company as the Oregon Central Railroad Company was organized or in

existence, and the said joint resolution was adopted under a misapprehension of facts as to the organization and existence of such a company;

And whereas the designation of the company to receive the lands in the State of Oregon granted, and the benefits and privileges conferred by the said act of Congress, yet remains to be made; Therefore,

Be it resolved by the Senate, (the House concurring,) That the Oregon Central Railroad Company, a corporation organized at Salem, on the twenty-second day of April, in the year one thousand eight hundred and sixty-seven, under and pursuant to the laws of the State of Oregon, be, and the same is hereby, designated as the company entitled to receive the lands in Oregon, and the benefits and privileges conferred by said act of Congress.

Different railroad companies are described in these resolutions, though both are designated by the same name.

One, the company described in the first resolution, is a railroad company whose articles of incorporation were filed on the 21st of November, 1866, and whose line of road is located on the west side of the Willamette river, and may, therefore, for convenience be denominated the "West Side Company."

The company described in the second resolution is one whose articles of incorporation were filed on the 22d day of April, 1867, and whose line of road is located on

the east side of the Willamette river, and may, therefore, be denominated the "East Side Company."

Both of these companies are contending for the grant.

Section six of the said act of Congress provides that the company designated by the Legislature shall file its assent to the grant within one year from the passage of the act.

The West Side Company filed its assent within the required time; and if it was designated according to the act of Congress, there seems to be no necessity for any further legislation upon the subject.

Bearing upon this point, however, is a correspondence, of which the following is a copy:

Senate Chamber, Washington, January 19, 1869.

Sir: I respectfully invite your attention to section 1 of an act entitled "An act granting lands to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad in California to Portland, in Oregon, approved July 25, 1866," providing for the disposition of the lands granted by said act in the State of Oregon.

Enclosed please find a pamphlet entitled "Stateemnt of Facts" which fully sets forth the rights and claims of a company designated by the Legislature of said State in October, A. D. 1868, commonly called the "East Side Company."

Enclosed also please find a paper, signed by nine members of the Oregon Senate, protesting against the action of said Legislature in October, A. D. 1868, in which the rights and claims of a company designated in October, 1866, commonly called the "West Side Company," are fully stated.

I have nothing to say as to the rights or claims of either company, but in view of the fact that the articles of incorporation of the west-side company were not filed in the office of the Secretary of State until after its designation by the legislature in 1866, and in view also of the fact that the east-side company cannot file its assent as required by the sixth section of said act, I am apprehensive that the benefits of said act will be wholly lost to the State, unless something is done to prevent it. Will you be good enough to advise me if there is anything in the action of your department, or the views you entertain of this matter, making unnecessary the proposed legislation?

Yours truly,

GEO. H. WILLIAMS.

HON. O. H. BROWNING,
Secretary Interior, Washington, D. C.

Department of the Interior,
Washington, D. C., January 20, 1869.

Sir: I have received your letter of the 19th instant and the accompanying copy of Senate bill 776, to amend

"An act granting lands to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad in California to Portland, in Oregon approved July 25, 1866," with other papers relating to the subject.

Said act of 1866 required the Legislature of Oregon to designate a company organized under the laws of the State, to locate and construct so much of said road as was in Oregon, and that the company so designated should file its "assent" to the act of Congress within one year after its passage.

By a resolution adopted by the legislature October 10, 1866, the Oregon Central Railroad Company was designated to locate and construct said road in Oregon. Two companies called the "Oregon Central Railroad Company" claim to have been so designated. These, it appears, are locally called the "east-side company" and the "west-side company".

At the date of the adoption of said resolution by the legislature, neither company had been organized as required by the laws of Oregon. The west-side company, however, filed its assent in this department within a year.

By a resolution adopted by the legislature in October, 1868, the east-side company was designated. The purpose of the bill, as understood, is to authorize this company to file its "assent" without prejudice to the rights or interests of the other company, and you ask

for an expression of my views as to whether there is any necessity for the proposed legislation.

In reply, I have the honor to state that, as the matter now stands, the grant, so far as the portion of road in Oregon is concerned, has lapsed, while the grant for that portion of the road situate in California is still in force, and some legislation by Congress is necessary to revive the grant for the Oregon portion of the road.

The proposed bill, if it becomes a law, will in my opinion accomplish that purpose.

On the 18th instant, I declined to act upon maps filed by the west side company, "in the absence of a judicial decision as to the rights of the claimants, or some action by Congress upon the subject." I enclose a copy of said letter.

The papers which accompanied your letter are herewith returned.

I am, sir, very respectfully, your obedient servant,

O. H. BROWNING, Secretary.

HON. GEORGE H. WILLIAMS,

United States Senate.

Department of the Interior,

Washington, D. C., January 18, 1869.

Sir: I have received your letter of the 11th instant, asking that certain maps, filed by J. Gaston, Esq., under the act approved July 25, 1866, as showing the

location of the railroad from Portland, in Oregon, to the northern line of the State of California, may be accepted by this department.

In reply, I have to state that, as there are two companies of the same name claiming, under the laws of the State of Oregon, the benefit of the grant made by said act of 1866, I must decline, in the absence of a judicial decision as to the rights of the claimants, or some action by Congress upon the subject, to comply with your request.

Very respectfully, your obedient servant,

O. H. BROWNING, Secretary.

S. G. REED, ESQ.,

Care Hon. H. W. Corbett, United States Senate.

Looking at the above decision of the Secretary of the Interior, and the action of the Oregon Legislature in 1868, taken upon evidence submitted and arguments made by the respective companies, it is evident that the State of Oregon is in great danger, at least, of losing the grant altogether, without some legislation in effect reviving it.

Congress ought not to decide between the two companies, because the questions involved are judicial in their nature, and the object of the accompanying bill is to provide so that both companies may have a standing in the courts of Oregon, and there have their legal rights and equities fully examined and adjudicated.

To declare by act of Congress that the east-side company shall have the grant would be unfair, for it may turn out upon investigation before the courts that the west side company was legally designated in 1866, in which event that company, for aught that can now be seen, would be entitled to the land.

To declare by act of Congress that the west-side company shall have the grant would be equally unfair, for it appears that the east-side company was organized and made large expenditures upon the ground that the other company was never legally designated, and it ought to have the benefits and advantages of the law in accordance with which it was organized and invested its money.

It has been suggested that the proposed legislation is unfavorable to the west-side company, but the bill has been framed so as to obviate that objection as far as practicable.

If the west-side company was legally designated in 1866, and it has since done what the act of Congress requires, it has a vested right to the grant, which the bill, if it becomes a law, will not and cannot disturb; but it is unreasonable to insist that because that company has failed to secure the grant, the State ought therefore to lose it.

Both companies claim, and it may be that both have been designated by the Legislature, and if both are allowed to file their assent, as required by the sixth section of the act of Congress, it is made certain not only that

one of the companies will get the grant, but that it will be used for railroad purposes, in which the State has more interest than in the fortunes of either company.

Reciprocal charges of fraud and irregularity in the formation of the companies have been made, but your committee propose to refer these, with all questions growing out of the legal rights and equities of the parties, to the courts of Oregon; and the accompanying bill, the passage of which they recommend, is only intended to protect the interests of the State, and provide for a judicial settlement of the controversy between the two companies.

"B"
MEL

GOVERNMENT'S EXHIBIT NO. 109.

DEPARTMENT OF THE INTERIOR

General Land Office

Washington December 5, 1911.

I hereby certify that the annexed copies of papers relating to Oregon and California Railroad Company, are true and literal exemplifications from originals and copies in this office.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and caused the seal of this office to be affixed, at the City of Washington, on the day and year above written.

(SEAL.)
(G. L. O)

H. W. SANFORD,
Recorder of the General Land Office.

(Jacket)

Letter L No. ———

HON. GEO H WILLIAMS
Atty General U. S.
Depart of Justice

June 27th 1872

Returns certain papers relative to Oregon & Cal Rrd and asks recall of Sect'ys opinion &c

Answd July 16th 1872

R M.

Referred to Div. F.

Received (G. L. O.) July 17th 1872.

1/13

"A"

The SEVENTH meeting of the Board of Trustees of the European and Oregon Land Company, was held at the office of William Norris, No. 217 Sansome street, on the twenty-seventh day of March, 1871, pursuant to the call of the President.

Present—Messrs. JOSEPH S. WILSON,
F. D. ATHERTON,
WM. NORRIS,
W. C. RALSTON,
M. S. LATHAM,
W. F. ROELOFSON,
ALBERT GANSL.

President Wilson in the chair.

The Minutes of the last meeting were read and approved.

The President stated to the Board that the form of conveyance proposed to be executed by Messrs. Latham, Norris and Atherton, Trustees of the Congressional land grant to the Oregon and California Railway Company, has been approved as to its form by said Trustees, and by the Oregon and California Railroad Company, of which approval and the readiness of said parties to execute the same this Company has official notice, and

the same now requires the final action of this Board. Whereupon, on motion of Mr. Ralston, said proposed conveyance was read, and after all the covenants and provisions thereof had been duly considered, discussed and examined, it was on motion of Mr. Gansl unanimously

RESOLVED, That the said conveyance, and all and singular, the covenants, conditions and provisions therein be, and the same hereby are approved, adopted and ratified, and in all respects confirmed by and on the part of this Company.

And be it further

RESOLVED, That said conveyance shall be duly recorded and entered on the Minutes of this Board, by the Secretary of this Company.

The resolutions were unanimously adopted.

The same is now so recorded and entered on the Minutes of this meeting as follows, viz:

THIS INDENTURE made and entered into at the City and County of San Francisco, State of California, this ——— day of ——— in the year of our Lord one thousand eight hundred and seventy-one;

BETWEEN MILTON S. LATHAM, FAXON D. ATHERTON and WILLIAM NORRIS, Trustees, all of the City and County of San Francisco, parties of the first part; THE EUROPEAN AND OREGON LAND COMPANY, an Incorporation duly in-

corporated and organized under and pursuant to an Act of the Legislature of the State of California, approved the fourteenth day of April, one thousand eight hundred and fifty-three, entitled "An Act to provide for the formation of Corporations for certain purposes," and the Acts supplementary thereto and amendatory thereof, party of the second part; and THE OREGON AND CALIFORNIA RAILROAD COMPANY, a body corporate, organized at Portland, in the State of Oregon, on the seventeenth day of March, one thousand eight hundred and seventy, under an Act of the Legislature of the State of Oregon, approved the fourteenth day of October, one thousand eight hundred and sixty-two, entitled "An Act providing for private Incorporations and the appropriation of private property therefor," and Acts amendatory thereof and supplemental thereto, party of the third part—WITNESSETH:

WHEREAS, the said Oregon and California Railroad Company did, on the fifteenth day of April, in the year of our Lord one thousand eight hundred and seventy, duly make, execute and deliver unto the said Milton S. Latham, Faxon D. Atherton and William Norris its certain Indenture in writing, under seal, bearing date on the last named day, whereby the said Oregon and California Railroad Company, as party of the first part therein in consideration of certain premises in said Indenture declared and expressed, and in further consideration of one dollar, the receipt whereof was therein and thereby acknowledged, did duly grant, bargain, sell,

assign, alien, set over, enfeoff, convey and confirm unto the said Milton S. Latham, Faxon D. Atherton and William Norris, parties of the second part therein, all and singular the lands and franchises, with their appurtenances, lying and being in the State of Oregon, granted or intended to be granted to the Oregon Company by Act of Congress approved the twenty-fifth day of July, in the year one thousand eight hundred and sixty-six, entitled "An Act granting lands to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad in California to Portland in Oregon," and Acts supplemental thereto and amendatory thereof; and also, all the right, title, interest, claim, property, and demand whatsoever, both legal and equitable, present and prospective, absolute and contingent, which the said Oregon and California Railroad Company then had or owned or to which it was in anywise entitled in and to any and all lands and franchises in the State of Oregon, granted or intended to be granted to the Oregon Company by the Acts of Congress aforesaid; and also all further right, title, interest, claim, property and demand, which the said Oregon and California Railroad Company might at any time thereafter have, own or acquire to any lands lying and being anywhere in the State of Oregon, or in any county thereof, by virtue of any further compliances with the requirements of such Acts of Congress by the said Oregon and California Railroad Company, together with all and singular the hereditaments and appurtenances thereunto belonging or in anywise appertaining:—To have and to hold the

said granted lands, property and franchises, and every part and parcel thereof, unto the said Milton S. Latham, Faxon D. Atherton and William Norris, and to their successors or successor and assigns forever: In trust, nevertheless, for certain uses and purposes and upon certain conditions and covenants in said Indenture contained, as by said Indenture or the record thereof in the Records of Deeds in and for the County of Multnomah, in the State of Oregon, on pp. 727 to 734 inclusive, of Book K of said records, reference thereto being had, may more fully and at large appear. AND, whereas, among other conditions, covenants and agreements in said Indenture contained and set forth, the said Milton S. Latham, Faxon D. Atherton and William Norris, or their successors or successor and assigns, by and with the consent of the said Oregon and California Railroad Company, but not otherwise, were and are duly authorized, empowered and directed at any time before the maturing of the principal of certain bonds of the said Oregon and California Railroad Company in said Indenture mentioned and described, to sell and dispose of all or any part or portion of the lands and franchises so granted as aforesaid by such Acts of Congress and in and by said Indenture conveyed to said Trustees, to such person or persons, firm or firms, associations or bodies corporate, and for such price and upon such terms as the said Oregon and California Railroad Company might, by and through its President, advise, direct, instruct or agree to.

NOW, THEREFORE, THIS INDENTURE

WITNESSETH: that the said Milton S. Latham, Faxon D. Atherton and William Norris, Trustees as aforesaid, under and pursuant to the power and authority in them vested in and by the said Indenture first hereinabove referred to, and in consideration of the premises and of the certain covenants and agreements hereinafter contained and set forth, and to be performed and kept by the said European and Oregon Land Company, and in consideration of the sum of one dollar, lawful money of the United States, to them in hand paid by the said European and Oregon Land Company, the receipt whereof is hereby acknowledged, and also in pursuance of the advice, direction, instruction and agreement in writing to that effect of the said Oregon and California Railroad Company, party of the Third part, by and through its President, have granted, bargained, sold, assigned, aliened, set over, enfeoffed, conveyed and confirmed, and by these presents DO grant, bargain, sell, assign, alien, set over, enfeoff, convey and confirm, unto the said European and Oregon Land Company, party of the second part hereto, ALL the lands and franchises, with their appurtenances, lying and being in the State of Oregon, granted or intended to be granted to the said Oregon Company by Act of Congress approved the twenty-fifth day of July, one thousand eight hundred and sixty-six, entitled, "An Act granting lands to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad in California to Portland in Oregon," and Acts supplemental thereto and amendatory thereof; and ALSO, all the right, title,

interest, claim, property and demand whatsoever, both legal and equitable, present and prospective, absolute and contingent, which the parties of the first part hereto now have or hold, or to which they may be in anywise entitled, in and to any and all lands and franchises in the State of Oregon, granted or intended to be granted to the said Oregon Company by the Acts of Congress aforesaid; and ALSO, all future right, title, interest, claim, property and demand, which the parties of the first part hereto may at any time hereafter have, own, or acquire to any lands lying and being anywhere in the State of Oregon, or in any county thereof, by virtue of any further compliance with the requirements of such Acts of Congress by the party of the third part hereto, together with all and singular the hereditaments and appurtenances thereunto belonging or in anywise appertaining, and being the same lands, tenements, franchises, hereditaments and appurtenances granted, conveyed and assured unto the parties of the first part hereto by the Oregon and California Railroad Company, by Indenture bearing date the fifteenth day of April, one thousand eight hundred and seventy, as by said Indenture or the record thereof in the Records of Deeds in and for the County of Multnomah, in the State of Oregon, on pp. 727 to 784, inclusive, of Book K of said records, reference being thereunto had, may more fully and at large appear:—

TO HAVE AND TO HOLD the said granted lands, property and franchises, and every part and parcel thereof unto the said EUROPEAN AND ORE-

GON LAND COMPANY, party of the second part hereto, and to its successors and assigns forever; subject nevertheless to the certain provisions and conditions with reference to delivery of possession of said lands, and delivery of the surveys, plats, and patents, and other muniments of title to or affecting said lands to be hereafter issued by the United States to the said Oregon and California Rail Road Company, pursuant to law, which are hereinafter mentioned and expressed. AND the said parties of the first part, and all and every other person or persons whomsoever lawfully or equitably claiming any estate, right, title or interest of, in and to the hereinbefore granted premises, by, from or under them, and each of them, shall and will at any time or times hereafter, upon the reasonable requests, and at the proper costs and charges, in the law of the said party of the second part, or its successor or successors, or assigns, make, do and execute, or cause to be made, done and executed, all and every such further and lawful and reasonable acts, conveyances and assurances in the law for the better and more effectually vesting and confirming the premises, lands and franchises hereby intended to be granted in and to the said party of the second part, as by the said party of the second part, or its successor or successors, or the counsel learned in the law shall be reasonably devised, advised or required. AND also that the said parties of the first part, the above granted, bargained, sold and assigned premises, and every part and parcel thereof, with the appurtenances thereof, unto the said party of the second part or its suc-

cessor or successors and assigns, against the said parties of the first part, and their successors, and against all and every person and persons whomsoever lawfully claiming or to claim the same by, through or under them it shall and will warrant, and by these presents forever defend. AND in consideration of the premises, the said EUROPEAN AND OREGON LAND COMPANY, party of the second part hereto, hath covenanted, promised and agreeed, and doth hereby covenant, promise and agree to, and with the said Milton S. Latham, Faxon D. Atherton, and William Norris, Trustees as aforesaid, in manner following, that is to say: THE said party of the second part hereto, shall and will on or before the first day of April, in the year of our Lord one thousand eight hundred and eighty-nine, pay to said Milton S. Latham, Faxon D. Atherton and William Norris, Trustees as aforesaid, the price or sum of one and one-quarter dollars, lawful money of the United States, for each and every acre of said lands and premises hereby conveyed to the party of the second part, be the same more or less. It is further covenanted and agreed by the said parties of the first part, that they will notify, in writing, the party of the second part at San Francisco, from time to time, as they receive the same, that they are prepared to deliver to the party of the second part, the plats or surveys of the lands and premises hereby sold, or intended to be sold, as the same may be hereafter duly segregated from the public domain, and set apart to the Oregon and California Railroad Company, party of the third part hereto, pursuant

to law and for the purposes mentioned in the said Act of Congress passed as aforesaid, on the twenty-fifth day of July, one thousand eight hundred and sixty-six, and the Acts supplemental thereto and amendatory thereof, and all such papers, documents and muniments of title hereafter to come to their possession, relating to said lands and premises, as may be necessary to enable the party of the second part to select the same by good and sufficient description thereof. AND it is also further stipulated, covenanted and agreed, by and between the parties of the first and second part hereto, that the said parties of the first part having notified in writing as aforesaid, the party of the second part at San Francisco, California, that they are prepared to deliver to the party of the second part any of the said surveys, plats, patents and other evidences and muniments of title relating to or designating said lands, as the same may from time to time be issued by the United States to the said Oregon and California Rail Road Company, under the Acts of Congress already passed, or which may hereafter be passed, in aid thereof, or supplemental thereto, the said party of the second part at any time before the expiration of ten years from the day of the receipt by said party of the second part of the said notice relating to said documentary evidence of location of and title to said lands, may and shall receive actual possession of said patents, and of the lands therein described, upon paying to the parties of the first part the said price of one and one-quarter dollars per acre of such lands, but without interest on the said price of the same for the said period

of ten years. IF, however, such lands shall for any cause be not all paid for within ten years from the time the said party of the second part shall be notified by the parties of the first part as aforesaid, that said surveys, plats, patents, and other evidences and muniments of title are ready to be delivered by the said parties of the first part to the said party of the second part as aforesaid, then the parties of the first part shall charge, and the party of the second part shall pay interest at the rate of six per cent. per annum, upon said purchase price of one and one-quarter dollars per acre of said lands, for the period after said ten years, and up to and including said first day of April, one thousand eight hundred and eighty-nine, during which said lands shall not be paid for by the party of the second part, as hereinbefore provided; it being the intent of this stipulation and covenant, that the party of the second part shall have ten years within which to make payment for and take possession of or sell to others, the lands hereby conveyed, without paying interest on the said purchase price of said lands, for any portion or the whole of that time, but that after said lands or any part thereof shall have been at the disposition of the party of the second part under the covenants of this indenture for the term of ten years, it shall thereafter pay to the parties of the first part interest at the rate of six per cent per annum, on the purchase price of all the lands so at the disposition of the party of the second part which may not for any reason have been paid for by said party of the second part within such period of ten years. But the said surveys,

plats, patents, and all other evidences and muniments of title from the United States to said Oregon and California Rail Road Company relating to said lands hereinbefore conveyed, shall remain with, and the possession of the lands and premises therein described shall always remain in the said parties of the first part, anything hereinbefore contained to the contrary notwithstanding, until said party of the second part shall pay the parties of the first part for the same, or such part thereof as it may from time to time desire to obtain possession of under this conveyance, the said price of one and one-quarter dollars per acre of said lands and such rate of interest thereon as is hereinbefore provided for. IT is further expressly covenanted and agreed by and between the parties, hereto, each with the other, that in case the total amount of the indebtedness of the party of the second part created under this indenture shall at the time of the execution and delivery of these presents or at any future time exceed the amount of the capital stock of said party of the second part actually paid in, the parties of the first part in consideration of the premises and of the sum of one dollar to them in hand paid by the party of the second part, the receipt whereof is hereby acknowledged, hereby covenant, promise and agree that they will, and they do hereby remise, release and discharge the Trustees of the party of the second part, under whose administration such excess may be or is hereby created, from all and every liability, joint or several, in their, or either of their individual and private capacities to the parties of the first and third parts, for

the amount of such excess of said indebtedness over the amount of capital stock of the party of the second part, actually paid in at the time of the execution and delivery of these presents; and said parties of the first part, for the consideration aforesaid, do hereby waive, surrender and abandon any and all claim, demand or right at law or in equity, or existing or to exist by operation of the statute creating undivided and private liabilities of Trustees of corporations, organized under the laws of California, for debts or liabilities incurred in excess of the amount of capital stock actually paid in.

AND the said party of the third part hath covenanted and agreed, and doth hereby covenant and agree to and with the parties of the first part and the party of the second part, that it has duly authorized, empowered, directed and required the said parties of the first part, as Trustees as aforesaid, to make, execute and deliver this Indenture to the said party of the second part in manner and form, and upon the terms and conditions hereinbefore expressed. AND the said party of the second part by and through its President, he being thereunto and for that purpose duly authorized and empowered, this sale and conveyance, and every part thereof, hath fully and completely ratified, approved and confirmed, and by these presents doth fully ratify, approve and confirm the same.

IN WITNESS WHEREOF, the said parties of the first part have hereunto set their respective hands and seals; and the said party of the second part hath also

caused these presents to be subscribed by its President, and its corporate seal to be hereto affixed and attested by its Secretary, by resolution of its Board of Trustees, the day and year first above written; and the said party if the third part hath also caused the same to be subscribed by its President, and its corporate seal to be hereto affixed and attested by its Secretary, by resolution of its Board of Trustees, the day and year first above written.

Signed, sealed and delivered) .....(SEAL)
being first duly stamped.) .....(SEAL)
) .....(SEAL)

.....
.....

Attest, ...
Secretary E. & O. L. Co.

.....
.....

Attest, ...
Secretary O. & C. R. R. Co.

On motion of Mr. Roelofson it was unanimously

RESOLVED, That the President and Secretary of this Company be, and they are hereby authorized, empowered and directed to execute, acknowledge and duly deliver in the name and behalf of this Company to Milton S. Latham, Faxon D. Atherton and William Nor-

ris, the trustees named in the foregoing conveyance, and to the Oregon and California Railroad Company, the said conveyance in the form and with the conditions, covenants and stipulations on the part of this Company therein set forth, as the same is this day approved by this Board; to affix the corporate seal of this Company thereto, and so to seal, acknowledge and deliver the same, as the act and deed of this Company, and cause the same to be duly and forthwith recorded in all the counties in the State of Oregon, in which is or may be situated the lands and premises therein described. That three originals of said conveyance be executed on behalf of this Company, one for the said trustees, one for this Company, and one for the Oregon and California Railroad Company.

The resolution having been adopted,

On motion, the meeting was duly adjourned to meet again at the call of the President.

.....

President.

Attest, ...

Secretary E. & O. L. Co.

(Endorsed as follows)

Copy of the Contract
between
1st Trustees of Land Grant
2nd The E. and O. Land Co.
and 3rd The O. & C. R. R. Co.

"A"

———oOo———

B 7128

Office of

EUROPEAN AND OREGON LAND COMPANY,

San Francisco, Cal., January 27th, 1872.

Hon. George H. Williams
U. S. Attorney General,
Washington City, D. C.

Sir:

Congress, as you are aware, by Act of July 25, 1866, (Statutes vol. 14, page 239) made a grant of land to the "Oregon and California Railroad Company"—to aid in the Construction of a Railroad and Telegraph Line from Portland, in northern Oregon, to the Southern boundary of the State; in order to connect in travel and commerce that portion of the Union, not only with the trans-continental lines, but with the whole railway system of the Republic, now over sixty thousand miles in extent.

In view of the enormous outlays, required for the construction of this great work of internal improvement, so distant from the older portions of the Republic, Congress conferred upon the Grantee, (whose landed interests, under the Grant, have enured to this Company, as shown in the Document A, herewith.)—the absolute and unqualified power of disposal of, the lands granted; leaving it for the Company to fix its own rates and terms, without any restriction whatever; so that by selling for Cash, on *on* long Credit, on easy terms, the interests of purchasers would be subserved, and proceeds realized adequate to the immense expenditures in the completion of the work.

In this Original Grant of 1866 Congress further took care, in reserving amendatory authority, to stipulate that it should be exercised "having due regard for the rights of said Oregon and California railroad companies."

Subsequently, an amendatory Act was passed, approved April 10, 1869 (Statutes 1869, page 47—extending the time one year from the passage of the Act, for filing map, &c.; reiterating the stipulation "That nothing herein shall impair any rights heretofore acquired by any railroad company under said Act of July 25th, 1866, &c." yet adding a farther proviso, directing sales "to actual settlers only"—of not more than 160 acres to one purchaser, and at $2.50 per acre.

Now this Company in fixing details for proceeding to dispose of these lands, referred the subject for an

unbiassed legal opinion, to a leading Attorney and Counsellor of this State, learned in the Law, whose opinion, Document B, is copied, and transmitted herewith.

The Board of Trustees of this Company—in accordance with that opinion, and their own clear conviction as to the principles which should govern, in order to carry into full and complete effect, the purpose of Congress, in making the Grant, have ordered:

That all persons who were actual settlers upon odd sections when the Original Grant was passed,

As also, all those who actually settled on odd sections, from that date, 25 July 1866, up to the 10th April, 1869,

And, all others who might be found actually settled on odd sections up to the time when the line of route of the railroad was established, should have the privilege of purchasing, not to exceed 160 acres, each, at $2.50 per acre.

And, that to all other persons not settled as aforesaid, the Company is not legally restricted from selling, on liberal terms of cash or credit, at reasonable rates.

Now I am directed to lay these facts before you, and the principles as enunciated above, to the end that the same may be referred by you to the Department of the Interior, with a request, that, as it is not doubted this liberal construction will be approved, a communication may be addressed to the President of this Company, ratifying and affirming the justice and correctness of

the construction of the said Act of April 10, 1869—as above set forth.

Very respectfully Your Obt Sert

JOS S WILSON Prest.

———oOo———

C 7128

Office of

EUROPEAN AND OREGON LAND COMPANY,

San Francisco, Cal., Jany. 27th, 1872.

Hon. Ben Holladay,

President.

Dear Sir: By direction of Hon. M. S. Latham, there is sent herewith, to your care,

Letter of this date, to Attorney General Williams, in reference to the Grant of lands, in aid of the construction of a Railroad and Telegraph Line, from Portland to the California line.

The original land grant, of which this Company, as shown in the papers herewith, is the present beneficiary, is in regard to terms of disposal, absolute and unrestricted, by the Act of 25 July 1866. (Statutes, vol. 14 page 289)

By the Amendatory Act of 10th April 1869 (Act 1869—page 47)—however, sales to actual settlers are required to be made, not exceeding 160 acres to one pur-

chaser, and for not exceeding $2.50 per acre.

In order to adjust details in the disposal of the lands both under the Original Grant and the Amendatory Act, the Company referred the whole matter to Counsel, learned in the law, for an impartial and just exposition and construction of the two Acts—

The Company have adopted the Opinion (transcript herewith)—which has been given by the Counsel;—regarding the principles therein enunciated as just and proper, and as realizing the purposes of the Grant.

In order however that there may be a full understanding with the Executive Department of the Government, so that proceedings in disposal of the lands, may in all respects be harmonious and concurrent, it is requested that you will bring the matter to the attention of Attorney General Williams, who is thoroughly conversant with the subject; to the end that he may request the Secretary of the Interior, to dispatch an affirmation of the principles referred to, which the company would be gratified to have in the form suggested, by the draft of a letter, which I enclose herein, addressed to myself.

Yours very respectfully

JOS S WILSON Prest.

Z.B.S. Copy D 7128 RR

DEPARTMENT OF THE INTERIOR,

Washington, D. C. 5th June, 1872

Sir:

I have considered the question presented in the papers transmitted with your letter of the 20th ultimo, as to the meaning of the last proviso of the Act approved 10th April 1869, amendatory of the Act of 25th July 1866 "granting lands to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad in California to Portland in Oregon", and am of opinion that the proviso means just what it says, "that the lands granted by the act aforesaid shall be sold to actual settlers only, in quantities not greater than one quarter section to one purchaser, and for a price not exceeding two dollars and fifty cents per acre." The legislative intention was plainly to prevent the lands from being held for speculative prices and disposed of in large quantities to other than actual settlers; and to limit the provisio's operation to those on the lands granted at or before the survey of the road, would, in my judgment, utterly defeat such intention.

The papers transmitted with your letter are herewith returned.

I am Sir

Very Respectfully Your Obt. Servant

C. DELANO

Secretary.

HON WILLIS DRUMMOND

Commr Gen. Land Office.

F. E 7128

Official Letters must be addressed to the "Commissioner of the General Land Office" and in replying to letters from the office the initial Letter on the left hand corner should be referred to.

Railroad Record.

DEPARTMENT OF THE INTERIOR
General Land Office GIB
LKL

Washington, D. C. June 14th 1872

Hon. Geo. H. Willams,
Attorney General U. S.

Sir: Referring to your letter of 20th April Ult. transmitting papers in the case of the Oregon & California Railroad Co. for a construction by the Department of the last proviso of the Act approved April 10th 1869, amendatory of the Act of July 25, 1866, granting lands &c., I have the honor to state, that the papers were duly submitted to the Hon. Secretary of the Interior, as stated in our letter to you of 20th ult., and I enclose herewith a copy of his opinion in the matter dated the 5th inst.

Returning the papers transmitted with your letter.

I am Sir
Very Respectfully
WILLIS DRUMMOND
Commissioner.

F 7128

San Francisco Apr 10 1871

Hon Jos S. Wilson

Prest E. & O. Land Co.

Dear Sir In recurring to a conversation with you of this inst in relation to the restrictions imposed by Act of *of* Apr. 10 1869 upon the Company as to the manner of disposing of its lands to "Actual settlers only in quantities of one hundred and sixty acres or less at a maximum price of two dollars and fifty cents per acre" I have to state that in the opinion of Hon J. H. Mitchell counsel for the O. & C. R. R. Co and one of the ablest Lawyers of our state, the restrictions alluded to after the title vests in the Company by United States Patent will be nugatory and of no effect. An opinion in which I understand Ex-Senator Williams, formerly Chief Justice of Oregon, fully concurs.

Very respectfully,

(Signed) I. R. MOORES
Land Agent O. & C. R. R. Co.

——oOo——

G 7128

Department of the Interior

Washington City, D. C. 18—

Hon. Jos. S. Wilson,

President E. & O. Land Co.

San Francisco, Cala.

Sir: The Department has considered the papers you referred from the European and Oregon Land Company, in right of the Oregon and California Railroad Company, under the Grant in Western Oregon, by Act of Congress approved 25th July 1866 (Statutes vol 14, page 239)—and the Amendatory Act of 10th April 1869 (Stat. 1869, page 47)—and is satisfied that the construction given by the said Company is just and proper, to the effect that all actual settlers on the odd sections from 25th July 1866, the date of the Original Grant, and all those who went on the odd sections from that date to the passage of the Act of 10th April 1869—and all others who are found on such odd sections when the line of the railroad is surveyed and established, are protected; and have the right to purchase, each one, not exceeding One hundred and sixty acres, at Two Dollars and fifty cents per acre—but that in regard to all other persons, the Original Absolute Grant, by Act of 25th July 1866, is in full force and effect, and authorizes the Company to sell on such terms as may be reasonable and just to all parties without any restriction.

(Endorsed)

Form of affirmatory letter
as desired from the Secretary
of the Interior.

Copy H

San Francisco, November 11th 1871

Hon. Jos. S. Wilson,

Prest. European and Oregon Land Company.

Dear Sir:

Your letter of October 14th last, was duly received. Pressing engagements with our local Insurance Companies, growing out of the recent great fire at Chicago, as well as the time necessarily required in the examination of the questions propounded, have prevented an earlier answer.

In order that my opinion may be more readily and immediately directed to the very point of inquiry, I make the following extract from the very clear statement of facts, contained in your letter, viz:

1st. "By the Act of Congress approved July 25th, 1866—U. S. Statutes at Large, vol. 14 page 239, chapter 242—a grant of land was made, to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad, to Portland in Oregon. Under that grant, the Oregon and California Railroad Company has in charge the construction of that portion of the above mentioned line of route, within the limits of the State of Oregon, extending from Portland to the southern boundary of the state."

2nd. "Under date of March 28th, 1871, the above mentioned Oregon and California Railroad Company, sold its Land interest under the Grant, to the European

and Oregon Land Company, at the rate of One dollar and twenty-five cents per acre, for actual settlement, as you will see by the printed pamphlet herewith, entitled Minutes of the Board of Trustees, of the European and Oregon Land Company"

3rd. "By the subsequent Act of Congress, approved April 10th 1869—Pamphlet Statutes, page 47—Chapter 27—amending the Original Grant, the Railroad Company could file its assent, within one year from the passage of this second Act."

"In that amendatory Act of April 10th, 1869, there is a proviso "that nothing herein shall impair any rights heretofore acquired by any railroad company under said Act of July 25th, 1866 &c"—and *provided further*, that the lands granted by the Act aforesaid, shall be sold to actual settlers only, in quantities not greater than one quarter section to one purchaser, and for a price not exceeding two dollars and fifty cents per acre."

"In the 12th Section of the said Act of 25th July 1866 (vol. 14, page 242) it is declared "that Congress may, at any time, having due regard to the rights of said California and Oregon Railroad Companies, add to, alter, amend or repeal this Act."

"Now the point upon which your legal opinion is desired is this—"

"Are the rights of the European and Oregon Land Company in view of their purchase of the landed interests of the Oregon and California Railroad Company,

so abridged by said Act of 10th April 1869, as to restrict them in making sales, to $2.50 per acre, or have they a right, to sell to persons applying as settlers, at such rates as may be fair and reasonable, under the terms of the Original Grant, which contained no such restriction?"

In order to get at the effect of the Act of 10th April 1869 we must read it with reference to the Act of July 25th, 1866—or rather read the two Acts, as in fact constituting one.

Looking at Section 2 of the last named Act, three things are to be noticed.

1st. That a grant of land *in presenti* is made.

2nd. That the grant is to the Companies respectively referred to, "their successors and assigns".

3rd. The grant is for the purpose of *aiding* in the construction of the railroad and telegraph, for great public purposes, that is to say, the transportation of mails, troops, munitions of war, etc.

The same Section declares that "the lands herein granted, shall be applied to the building of said road, within the States respectively, wherein they are situated" —Besides this, the benefit of the work to the Government is likewise anticipated by a clause which raises the price of the alternate sections of land, remaining in the Government, to double the minimum price of public lands when sold; and Section 5, also, secures to the Government great public rights.

Section 4 provides for the issuing of patents to the Companies, as each twenty miles of railroad and telegraph shall be completed and equipped, and Section 9 attaches to the word "Companies," the words "their associates successors, and assigns" whenever used in the Act.

By Section 8, we learn that the patented lands do not revert to the Government, even upon a failure of the Companies to perform the important duties referred to in Section 6.

Reflection upon these various Sections, gives us the whole scope and bearing of the Act. The grant of the land was, as recited in the title of the Act, "to aid in the construction of a Railroad &c." and the Act, as shown above, carried out the declaration of the title and shows how the *"aid"* is practically applied; that is, "the land hereby granted shall be applied to the building of the said road, &c."

The power of the Companies over the land is left entirely unrestricted, as it must have been to enable them to use the land for the practical purposes indicated. The Companies were put upon limited time, in the construction of their work. The first section of twenty miles was required to be finished in two years, and at least twenty miles was required each succeeding year, and the whole by the 1st July 1875. The best mode of obtaining aid, and funds out of the lands, with which to do the work, is left entirely to the good sense, sagacity and business judgment of the Companies. The entire

jus Disponendi was given to the Companies in the most unrestricted manner. In fact the disposition of these lands by the Companies was greatly facilitated by the Government, for a restraint of alienation is placed on the alternate sections remaining in the Government; the price being fixed at double the minimum price of public lands when sold; whilst the Companies might sell at any price, however low. The Government thus placed itself intentionally in a position where it could not compete with the Companies. The latter could get up great auction sales, could invite immigration by low prices, could mortgage, lease, or otherwise dispose of the land, as they might see fit.

The Act of Congress of July 1st 1862 (12 Stat. at Large, pp 489-492)—granting lands to the Overland Pacific Railroad, provides against the Railroad Companies retaining great bodies of land unsold. Sec 3. of that Act provides; that if the Companies do not sell the land granted, within three years after the Railroad shall have been completed, the lands shall be open for settlement and pre-emption, like other land, at a price not exceeding one dollar and twenty-five cents per acre, to be paid to the Company. But the Act of 1866, as to the Oregon and California Roads, contains no such provision, and over all lands, not sold by the Company voluntarily, it retains the absolute dominion.

We have thus seen how important the Railroads and Telegraphs, contemplated by the Act of 1866, are to the Government, and how the absolute power of disposition of the lands granted, enters into the scope and

bearing of the whole Act, and is, in fact, the vital spirit of the Statute. The lands are the consideration for the great privileges and right of transportation reserved and secured to the Government; their early sale is regarded as affording a material and secure aid in the work, and therefore, and necessarily, the absolute dominion over the granted land was given to the Companies "their associates, successors and assigns."

We now come to the Act of April 10th, 1869, and must read it not only in view of the Act of 1866, but in the "light of surrounding circumstances." We must, therefore, remember that at the time of the passage of the Act of 1866, there was no Company in Oregon, selected by Congress, as the recipient of the powers and privileges conferred. *That* matter was referred to the sovereign State of Oregon. The Legislature of that State was left to designate a Company. No such designation was made until Oct. 20th 1868. The Legislature could hardly be charged with neglect. On the contrary, the delay must be attributed to a due regard to the public interests. The Company designated, could be guilty of no neglect, because it could not act until designated. Congress might withdraw its bounty, or change its policy, doubtless, but unless it very clearly indicated that intention, a waiver as to mere points of time, would be assumed, where a Company had acted with all due celerity after its designation. The Federal Government, consistently with comity and public policy, could not treat a Sovereign State with disrespect, and therefore would not inflict a penalty on the Corpor-

ation, because of delay in the action of the State itself.

The Act of 1869 gives the Company that had been designated by the Legislature of Oregon, the right to file its assent within one year after the Act of 1869, and gives to that filing the same force and effect, to all intents and purposes, as if such assent had been filed within one year after the passage of said Act of 1866.

There could have been no motive on the part of the Government, to put the Oregon Company in a less favorable position than the California Company, for the latter, on reaching the State line, could have gone on, under the Act of 1866, with the consent of the Oregon Legislature, and completed the line of road to Portland. The same inducements on the part of the Government to give its aid in 1866, still exists in 1869. The Act of 1869, was, therefore, curative in its nature, and waived the literal performance of the acts called for by the Statute of 1866.

Is it not then clear, that the Act of 1869 was not intended to create any radical change in the Act of 1866? Its primary, and it may be said, only object, was to give to the subsequent filing, of the assent of the Corporation, in the Department of the Interior, the "same force and effect, to all intents and purposes, as if such assent had been filed within one year after the passage of said Act" of 1866.

The first proviso has no particular effect. It is merely declarstory of what the law would have been without it, and was, as is often the case, in the acts of

legislative bodies, inserted out of abundance of caution.

The only difficulty which arises, is, as to the force of the second proviso. The whole force and effect of the Act of 1866, and the construction and object and motives, as deducible from the Act itself, have been reviewed at such length, and the circumstances under which the Act of 1869, was passed, presented, to enable us to get more satisfactorily at the power and meaning of the last proviso of this Act of 1869.

If it means that "actual settlers only" can become purchasers from the Company, and that all the lands, far and near, whether at stations, new towns, or important commercial points, are limited to two dollars and a half per acre, then it not only is directly contrary to the whole scope and bearing of the Act of 1866, but repeals by implication, a great part of that Act. All this is done, if at all, not by the plain language of the body of the enactment, but by the obscure words of a second proviso.

It is an elementary rule, requiring at this day no authority for its support, that repeals by implication are not favored, and especially where the results are great and the changes radical. But here we may say with greater force, that the second Act, by such construction, would be made by implication not only to repeal very important provisions of the original Act, but would so alter and change it, that its objects would be really impeded, if not defeated altogether, and yet

the second Act is merely ancillary to the first Act, and was passed for the single purpose of giving the Oregon Road, the benefit of the first Act.

The times within which each twenty miles of road and telegraph shall be built, are not changed by the Act of 1869, and the most that can be said would be, that those periods of time, by reasonable construction would run from the date of the Act of 1869. The Sections 2, 4, 6, 8, and 9 of the original Act, must be considered still in force. The object is still "to aid in the construction of the Railroad, &c". The mandate still remains that "the land hereby granted shall be applied to the building of said road," &c. The word "assigns" is still annexed to the word "Company." The great benefit the Government is to have, as secured by Sections 2 and 5, still remains intact. But if the last proviso to the Act of 1869 is to be read literally, most of those provisions of the Act of 1866 would be repealed by implication. The Company could no longer sell to the highest bidder, any of its vast acres, could have no auction sale, could not speedily realize, but must await the slow and tedious progress of immigration to an agricultural State. At least a quarter of a century would pass away, yet short and positive is the time within which the road is to be completed and equipped.

The Secretary of the Interior too, withdraws the Railroad lands from public sale and settlement, as provided in Section 2 of the Act of 1866, and thereafter no *bona fide* settlement could be made on these lands. The Company could not even Mortgage the lands, because

a mortgage always contemplates the possibility of a foreclosure, or other enforced payment, in the ordinary way of judicial sentence, with the right of purchase by the creditors. Yet if none could purchase but settlers, and they only to the extent of 160 acres, each, and that too at two dollars and fifty cents per acre, a mortgage is practically and in fact, absolutely prohibited. Such absurd results could never have been contemplated by Congress; certainly not as the effect of a mere proviso to an amendatory or supplemental Act.

Take the language of the *proviso* itself, and what can be said of it? Does it mean that no sale shall be made by the Companies, unless made to actual settlers? Is it merely a *power* to sell to actual settlers; or is it, at once, mandatory and limited? *Must* the Company sell to actual settlers against its inclination, and can it sell to no one else? If yea, how long must the "actual settler" have been such? Can he claim the pre-emption right the next day after he enters? If not, how long must he have occupied before he can claim it? What kind of occupation is required to make him an actual settler? Will the pitching of a tent do? Or must he have a house? Are enclosures necessary? Must he conform in his settlement to the Government survey, or not? Who is to determine his qualifications as an actual settler? Not the Registers, or any other Government officer, for these cease to be Government lands, and pass to the Company, and the restraint at best, is on the power of alienation, after the lands vest in the patentee. Is the question then to be tried between the "actual set-

tler" and the Company? Can the "actual settler" tender his money and claim a deed, and procure a decree, of a Court of Equity, enforcing his rights; or a mandamus? If so, the Government would no longer have any interest in the controversy, and the Courts of the land would give a complete remedy to the settler. If the land were sold by the Company before the settler entered, could he have a right for all time, still to enter, until somebody should become a settler? Can it be that these lands are to remain forever out of market unless some one settlers on them? In twenty years from now, will a title traced back through a series of persons to the patentee be conclusive; or must it appear, that the first person claiming from the patentee, was an "actual settler"?

Again, as the restraint would on such literal rendering, *be on sales* alone, the power of leasing would remain. Now a lease-hold for ninety-nine years, is a mere chattel interest, and quite distinguishable from a sale. All lands therefore could be leased for these long terms, or so long as the State laws permit, at least where there are no "actual settlers."

Grammatically considered, the word "only" would be an adjective, qualifying the noun "settlers," and the meaning would be, that sales shall be made to none others than "actual settlers"; which would leave the company at liberty to keep its lands forever out of the market, use them itself, or lease them for such terms as it pleases.

Besides, this reading, as above shown, is in conflict with the whole scope and object of the Act of 1866, and would repeal by implication, some of its most important and necessary parts.

If the words be transposed, and the word "only" be placed in proximity to the words "shall be sold," it would become an adverb, and leave the Company at liberty to do as it pleases with the lands, unless in the case of an actual settler, with whom its transactions would be limited to *sales only*. This construction, of course, is not admissible.

It would be equally absurd to suppose that no actual settler could, where the Company is willing, buy one quarter section "only"; thus attaching the world "only" to the quantity named in the proviso.

All these constructions seem to be so unreasonable, that I have been led to seek for some other meaning to this proviso. We must, if possible, give it some practical interpretation. It is a rule, that each part of a statute must be considered, as having some office to perform, and as intended by the law making power for a useful purpose.

What then is the meaning of this proviso? Before attempting to answer I may refer to certain well known rules of construction of Statutes.

The Supreme Court of California, in the important case of French vs. Teschmacher, 24 California Reports, lays down the following principles:

"The legal intendment is, that each and every clause, has been inserted for some useful purpose, and when rightly understood, may have some practical operation. For the purpose of harmonizing apparently conflicting clauses, each must be read, with direct reference to every other, which relates to the same subject, and so read, if possible, as to avoid repugnancy. And, to that end, sections, paragraphs, and sentences, may be transposed; elegance of composition may be sacrificed; and the meaning of words, and phrases, may be restricted or enlarged."

So too in Smith's Commentaries on Constitutional and Statutory Construction (page 47)—we find the rule, that Statutes in *pari materia* may be looked at, as well as the general scope of the Act to be construed; that "every part of it should be brought into action, in order to collect from the whole, one uniform and consistent sense, if that can be done. * * * The whole context must be considered, in endeavoring to collect the sense of the parties, although the immediate object of the inquiry, be, the meaning of an isolated clause. This rule applies, in all its force, in the construction of Statutes when seeking for the intention of the Legislature."

Looking then, at the Act of April 10th, 1869, and we find that although the Company designated by the Legislature of Oregon, is given one year after April 10th, 1869, within which to file its assent in the Department of the Interior, yet that Act relates back, and has

the same effect as if filed before the 25th July 1867. Being therefore retro-active, Congress was cautious to prevent a wrong being inflicted upon persons whose rights, had intervened during this time. The first proviso distinctly reserves the intervening rights of Railroad Companies under the Act of 1866, and provides (what was intended by the original Act) that only one Oregon Company should have a grant of lands under those Acts.

The second proviso carries out the same principle. During the long lapse from July 25th 1866, the date of the first Act, and April 10th 1869, the passage of the last Act—settlers had gone in upon portions of these lands, and made their homes, though they had not yet purchased, or pre-empted, or complied with the homestead laws. They were, however, "actual settlers," and might have become, in the process of time (had not the Act of 1869 been passed), entitled to pre-emption or homestead rights. Up to April 10th 1869 no Oregon Company had acquired any right under the Act of 1866; consequently the Secretary of the Interior had not withdrawn, under the Act, the land from market, or settlement. The Act of 1869 operating then retrospectively, these "actual settlers" were affected, and consequently were intended to be protected by the last proviso of that Act. Rejecting the single word "only", and the proviso becomes plain, viz: "*And provided farther,* That the lands granted by the Act aforesaid shall be sold to *actual settlers,* in quantities not greater than one quarter section to one purchaser, and for a price not exceeding two dollars and fifty cents per acre." This

would mean "actual settlers", at the date of the Act of 1869—or possibly up to the time of the location of the road, after the passage of the Act of 1869.

The difficulty arises entirely from the use of the word "only". But the proviso may, by a slight transposition, give force even to that word; thus making it, that in the case of actual settlers, and in their cases "only", the Company would be compelled to let them have a quarter section each, at two dollars and a half per acre. This construction is rational and practical, retains all that is useful, in the original Act, aids the Railroad Company, and yet does justice to the "actual settler" who was on the land when the Act of 1869 was passed.

That we have a right to reject constructions which lead to absurd results, and to disregard the mere letter, and take a rational view of a statute, is maintained by all the great writers on Constitutional and Statutory Construction, such as Rutherford, Lieber, Vattel, Domat, Dwarris, Smith, Blackstone and Sedgwick.

It is not uncommon to find Statutes, in which the words do not express the intention of the law maker perfectly; but exceed or fall short of it, leaving the meaning to be ascertained by great rules of construction. By these rules, in the language of Lieber, we draw "conclusions respecting subjects which lie beyond the direct expressions of the text from elements known from, and given in the text—conclusions which are in the spirit, though not in the letter of the text."

In thus construing the Act of 1869, it is made to perform only a similar to that of the proviso in Section 2 of the Act of 1866. That Section after declaring that the "land which shall remain in the United States, within the limits of the aforesaid grant, shall not be sold for less than double the minimum price of public land, when sold," goes on to protect by the proviso *"bona fide* and *actual settlers"* under the pre-emption laws of the United States, giving the right to purchase, at the price fixed at the date of their settlements, and also to protect settlers under the homestead laws, to the extent of eighty acres of the land reserved to the United States.

The manifest intention of the last proviso, to the Act of 1869 is likewise to protect the "actual settler" who is deemed to have a claim on the equity and conscience of the Government.

I am satisfied from the whole scope of both Acts of Congress, and by applying the recognized rules of construction, that the meaning of the proviso, of the Act of 1869 is what I have given above, and that the power of the Company to sell is unlimited, as to persons and price, except that actual settlers on the lands on the 10th April 1869 and possibly up to the time of the location of the line of the Railroad, have the right to purchase one quarter section each at two dollars and fifty cents per acre.

Very respectfully

(Signed) S. M. WILSON.

(Endorsed as follows)
Copy of the *Opinion* given
by Saml. M. Wilson, Esq.,
on the Acts of Congress.
July 25th, 1866, and
April 10th, 1869—
in re, Land Grant to the
Oregon & Cala. Road Co.
San Fsco. Novr. 11th 1871—
"B".

———oOo———

GOVERNMENT'S EXHIBIT
NO. 109—A

"B"

MEL

DEPARTMENT OF THE INTERIOR

GENERAL LAND OFFICE

Washington December 5, 1911.

I hereby certify that the annexed copy of letter from Attorney General, dated April 20, 1872, is a true and literal exemplification from the original in the filed of this office.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and caused the seal of this office to

be affixed, at the city of Washington, on the day and year above written.

H. W. SANFORD.
Recorder of the General Land Office.

(SEAL)
(GLO)

———oOo———

92,880—

DEPARTMENT OF JUSTICE

Washington April 20, 1872

Sir

I enclose some papers which have been transmitted to me by the Atty of the Oregon & California Railroad Co. to be filed I suppose in your office.

You will see that they relate to the construction of an amendment to the Act granting lands to said Co

Yours very truly
GEO. H. WILLIAMS

HON. WILLIS DRUMMOND
Com. Gen. Land Office
Washington, D. C.

(Endorsed as follows)
Letter L No. 92,880
HON. GEO. H. WILLIAMS
Atty Genl.
Apl. 20" 1872

Papers in the case
OF OREGON & CALI. R. R. CO. &C
Ackd. May 20, 1872
papers sent to Secretary
May 20/72
Sec. to Atty. Genl.
June 14, 1872 transmitting
Copy of Secy's Opinion.
Referred to Div. F
Received (G. L. O.) Apl. 22, 1872
R

(On left hand margin)
15 139

GOVERNMENT'S EXHIBIT
NO. 109—B

"B"
MEL

DEPARTMENT OF THE INTERIOR
GENERAL LAND OFFICE

Washington December 5, 1911.

I hereby certify that the annexed copies of office letters dated May 20, 1872 and June 14, 1872, in re Oregon and California R. R. Co., are true and literal exemplifications from the record of said letters in this office.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and caused the seal of this office

to be affixed, at the city of Washington, on the day and year above written.

H. W. SANFORD,
Recorder of the General Land Office.

(SEAL)
(GLO)

———oOo———

DEPARTMENT OF THE INTERIOR,
GENERAL LAND OFFICE,

May 20*th* 1872

Hon. Geo. H. Williams,
Attorney General,
Washington, D. C.

Sir:

I have the honor to acknowledge the receipt through you of certain papers through you from the Attorney of the Oregon & California Rail Road Co. for the purpose of obtaining a construction by the Department, of the Act of Congress approved April 10*th* 1869, amendatory to the Act of July 25, 1866, granting lands to the Oregon & California Rail Road and to state that the papers have been this day submitted to the Hon. Secretary of the Interior for his consideration.

I am Sir,
Very Respectfully,
WILLIS DRUMMOND,
Commissioner.

"F". G. I. B.

DEPARTMENT OF THE INTERIOR,
GENERAL LAND OFFICE,

June 14th, 1872.

Hon. Geo. H. Williams,
Attorney General U. S.

Sir:

Referring to your letter of 20th ult., transmitting papers in the case of the Oregon & California Railroad Co. for a construction by the Department of the last proviso of the Act of July 25, 1866, granting lands &c., I have the honor to state, that the papers were duly submitted to the Hon. Secretary of the Interior, as stated in our letter to you of 20th ult., and I enclose herewith a copy of his opinion in the matter dated the 5th inst.

Returning the papers transmitted with your letter I am Sir

Very respectfully,
WILLIS DRUMMOND,
Commissioner.

GOVERNMENT'S EXHIBIT NO. 109—C

UNITED STATES OF AMERICA.
DEPARTMENT OF THE INTERIOR

Washington, D. C., December 6, 1911

PURSUANT to Section 882 of the Revised Statutes, I hereby certify that the annexed paper is a true and literal exemplification of a letter dated June 5, 1872, addressed to the Commissioner of the General Land Office, as the same appears of record.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name, and caused the seal of the Department of the Interior to be affixed, the day and year first above written.

CARNIE A. THOMPSON

Assistant Secretary of the

(SEAL) Interior
(DOI)

DEPARTMENT OF THE INTERIOR,
WASHINGTON,

June 5, 1872

Sir:

I have considered the question presented in the papers transmitted with your letter of the 20th ultimo as to the meaning of the last proviso of the act approved 10th April, 1869, "granting lands to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad in California to Portland, in Oregon,"

and I am of the opinion that the proviso means just what it says. "That the lands granted by the act aforesaid shall be sold to actual settlers only, in quantities not greater than one quarter section to one purchaser, and for a price not exceeding two dollars and fifty cents per acre." The legislative intention was plainly to prevent the lands from being held for speculative prices and disposed of in larger quantities to other than actual settlers; and to limit the proviso's operation to those on the lands granted at or before the survey of the road would, in my judgment utterly defeat such intention.

The papers transmitted with your letter are herewith returned.

I am, Sir,
Very respectfully,
Your Obdt Servant,
C. DELANO,
Secretary.

(SEAL)
(DOI)

HON. WILLIS DRUMMOND,
Com. General Land Office.

GOVERNMENT'S EXHIBIT NO. 109—D

DEPARTMENT OF THE INTERIOR
GENERAL LAND OFFICE

"B"
MEL

Washington December 5, 1911.

I hereby certify that the annexed copy of office letter dated July 16, 1872, is a true and literal exemplification from the press copy of said letter in this office.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and caused the seal of this office to be affixed, at the city of Washington, on the day and year above written.

H. D. SANFORD,
Recorder of the General Land Office.

(SEAL)
(GLO)

———oOo———

F W.K.M.

DEPARTMENT OF THE INTERIOR,
GENERAL LAND OFFICE,

Washington, D. C. July 16th 1872.

Address only the
Commissioner of the General
Land Office.

Hon. Geo. H. Williams,
Attorney General U. S.
Dept. of Justice.

Sir:

I have the honor to acknowledge your communica-

tion of 27th ult., returning certain papers filed with you, by B. Holliday Esq., relative to the construction to be placed on the last proviso of the Act of 10th of April 1869, amendatory of the Act of 26th of July 1866, granting lands for the Oregon & California Railroad.

It is stated in your letter that the papers contain no communication to me or to the Secretary of the Interior, asking any action or decision in reference to the subject which they discussed. That they were not filed with the view of eliciting any opinion, and that you did not suppose any would be given until some questions were presented which it would be necessary for the Department to decide &c. You, therefore, ask that the papers may be filed until some question arises, or the parties bring them before me for consideration, or ask for opinion upon the question which they present, and that the opinion which the Secretary has given upon the subject may be withdrawn until some question is raised, making it necessary to pass upon the construction of the Act mentioned, or until the parties interested desire an opinion on the subject.

These papers were originally presented to this office with your letter of 20th April last. In that letter you use the following language: "I enclose some papers "which have been transmitted to me by the Attorney of "the Oregon & California Railroad Co., to be filed, I "suppose, in your office. You will see that they relate "to the construction of an amendment to the Act grant-"ing Lands to said Co."

I am aware that none of these communications are addressed to the Secretary or myself, but I would respectfully call your attention to the following quotation from the letter.

1st. Letter of Mr. Wilson to B. Holladay, in which after referring to the laws, he closes as follows:—

"In order, however, that there may be a full under-"standing with the Executive Department of the Gov-"ernment, so that proceedings in disposal of the lands, "may in all respects be harmonious and concurrent, it is "requested that you will bring the matter to the atten-"tion of Attorney General Williams, who is conversant "with the subject to the end that he may request the "Secretary of the Interior to despatch an affirmation "of the principles referred to, which the Company would "be grateful to have in the form suggested by a draft "of a letter, which I enclose herein addressed to myself." Again, in Mr. Wilson's letter to you, after requesting the same, he concludes as follows: "Now I am directed "to lay all the facts before you, and the principles as "enunciated above, to the end that the same may be re-"ferred by you, to the Department of the Interior, with "a request that as it is not doubted, this liberal construc-"tion will be approved—a communication may be ad-"dressed to the President of the Company, ratifying and "affirming the justness and correctness of the construc-"tion of the said Act of April 10, 1869, as above set "forth."

You will observe that these quotations clearly look

to an expression of opinion on the part of the Department, as to the construction of the law, asking the affirmation of the opinion of the law, as taken by the Company, when too, these papers were accompanied with the opinion of counsel for the Company as to the meaning of the law, and a form of letter as the basis for a reply. I certainly had no doubt but that the Company did desire, and asked for, the view of the Office on the matter.

It was not understood that you desired the opinion, but the letter was addressed to you because I viewed you as the medium of communication adopted by the Company.

Your request for a recall of the opinion expressed was presented to the Secretary who desires me to state that while he must respectfully decline to formally withdraw his opinion, yet, in view of your letter, he will be willing at any time, on application to reopen the case and to have all arguments the Company may desire to present upon the matter.

The papers have, as you requested, been placed on file.

I am Sir:

Very respectfully,

WILLIS DRUMMOND,

Commissioner.

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
July 28, 1870,	1	July 25, 1866,	32,517.21	November 23, 1870,	1 May 9, 1871,
April 29, 1871,	2	July 25, 1866,	72,325.53		
		July 25, 1866,	47,991.93	June 26, 1871,	2 July 12, 1871,
September 21			42,729.16		
and 23, 1871,	3	July 25, 1866,	26,332.47	May 9, 1872,	3 May 29, 1872.
April 29, 1871,	4	July 25, 1866,	8,070.46		
June 21, 1876, and					
September 27, 1876,	5	July 25, 1866,	6,559.21	June 10, 1876,	4 June 22, 1876.
Between August 26, 1887					
and March 8, 1892,	5	July 25, 1866,	86,622.71	May 17, 1877,	5 June 18, 1877.

THIS PAGE IS BOUND VE

VERTICAL IN BOOK

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
Between March 17, 1887, and August 18, 1887,	6	July 25, 1866,	71,081.41	March 3, 1893,	7 March 3, 1893.
Between March 17, 1887, and October 6, 1887	Suppl 6	July 25, 1866,	152,409.43	May 16, 1894,	9 June 11, 1894.
Between September 27, 1876, and March 5, 1892,	7	July 25, 1866,	11,455.62	April 20, 1895,	12 April 24, 1895.
Between June 21, 1876, and March 29, 1890,	8	July 25, 1866,	97,929.67	March 3, 1893,	8 March 3, 1893.
Between June 13, 1887, and October 19, 1892,	9	July 25, 1866,	98,786.37	February 14, 1893,	6 February 20, 1893.

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
Between September 21, 1871, and May 15, 1890,	10	July 25, 1866,	24,689.45	February 14, 1893,	6 February 20, 1893.
Between September 21, 1871, and May 15, 1890,	Suppl 10	July 25, 1866,	229,943.52	November 22, 1894,	10 December 3, 1894.
Between November 27, 1885, and August 20, 1894,	11	July 25, 1866,	83,889.76	April 20, 1895,	13 April 27, 1895.
Between July 8, 1887, and March 8, 1892,	Suppl 11	July 25, 1866,	52,397.39	April 13, 1895,	11 April 23, 1895.
		July 25, 1866,	11,147.91	October 2, 1895,	20 October 9, 1895.
Between June 21, 1876, and September 8, 1894,	12	July 25, 1866,	16,942.26	May 13, 1895,	14 May 14, 1895.

THIS PAGE IS BOUND

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary.	Number and date of patent
Between July 6, 1887, and September 8, 1894,	Suppl 12	July 25, 1866,	26,938.51	March 12, 1896,	36 March 14, 1896.
September 3, 1888,	13	July 25, 1866,	480.00	May 13, 1895,	14 May 14, 1895.
March 5, 1888,	14	May 4, 1870,	1,630.11	September 26, 1895,	18 October 9, 1895.
March 5, 1888,	15	May 4, 1870,	40.00	October 2, 1895,	21 October 9, 1895.
Between March 31, 1877, and June 8, 1893,	16	May 4, 1870,	46,091.14	September 26, 1895,	17 October 9, 1895.
Between March 31, 1877, and July 27, 1893,	17	May 4, 1870,	12,349.64	September 26, 1895,	16 October 9, 1895.

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
Between May 2, 1895, and July 5, 1895,	18	July 25, 1866,	10,464.96	October 2, 1895,	19 October 9, 1895.
October 6, 1887, and July 5, 1895,	Suppl 18	July 25, 1866,	5,185.00	May 7, 1896,	46 May 8, 1896.
August 13 and 17, 1895,	19	July 25, 1866,	13,528.49	December 12, 1895,	22 December 13, 1895.
August 13, 1895,	Suppl 19	July 25, 1866,	160.00	March 11, 1896,	35 March 13, 1896.
Between July 6 and August 13, 1895,	20	July 25, 1866,	4,194.12	December 12, 1895,	23 December 13, 1895.
September 9, 1895,	21	July 25, 1866,	150,269.98	December 12, 1895,	24 December 16, 1895.

THIS PAGE IS BOUND V

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary.	Number and date of patent
September 9, 1895,	Suppl 21	July 25, 1866,	107.625.96	March 13, 1896,	38 March 17, 1896.
Between October 12 and 25, 1895,	22	July 25, 1866,	203,947.91	December 12, 1895,	25 December 17, 1895.
October 12 and 25, 1895,	Suppl 22	July 25, 1866,	59,098.60	March 13, 1896,	39 March 16, 1896.
September 3, 1895,	23	May 4, 1870,	32,968.11	December 12, 1895,	26 December 14, 1895.
September 3, 1895,	Suppl 23	May 4, 1870,	1,123.39	April 10, 1896,	40 April 11, 1896.
November 2, 1895,	24	July 25, 1866,	21,813.34	January 9, 1896,	27 January 20, 1896.
November 2 and 18, 1895,	Suppl 24	July 25, 1866,	259,351.46	April 30, 1896,	42 May 6, 1896.

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
August 7, 1895,	25	July 25, 1866,	6,366.90	May 7, 1896,	47 May 7, 1896.
March 29, 1880,	26	July 25, 1866,	640.00	January 19, 1896,	29 January 21, 1896.
October 6, 1887, Suppl	26	July 25, 1866,	1,601.38	April 15, 1896,	41 April 17, 1896.
November 11, 1895,	27	May 4, 1870,	994.91	January 11, 1896,	28 January 20, 1896.
March 5, 1888,	28	May 4, 1870,	40.00	January 17, 1896,	30 January 21, 1896.
March 14, 1877,	29	July 25, 1866,	80.00	February 10, 1896,	31 February 12, 1896.
November 27, 1895,	30	July 25, 1866,	112,479.84	April 30, 1896,	43 May 4, 1896.
January 3, 1896,	31	July 25, 1866,	952.19	February 18, 1896,	32 February 21, 1896.

THIS PAGE IS BOUND VI

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
January 3, 1896,	Suppl 31	July 25, 1866,	13,417.07	April 30, 1896,	44 May 2, 1896.
October 11, 1890, and July 24, 1893,	32	May 4, 1870,	13,003.26	February 18, 1896,	33 February 21, 1896.
October 11, 1890,	Suppl 32	May 4, 1870,	8,201.22	June 5, 1896,	50 June 6, 1896.
December 4, 1895,	33	July 25, 1866,	4,162.53	March 10, 1896,	34 March 12, 1896.
March 31, 1877,	34	May 4, 1870,	160.00	March 13, 1896,	37 March 16, 1896.
January 3, 1896,	35	July 25, 1866,	4,135.80	April 30, 1896,	45 May 2, 1896.
January 9, 1896,	Suppl 35	July 25, 1866	2,037.09	July 21, 1896,	53 July 23, 1896.

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
June 7, 1894,	36	July 25, 1866,	638.24	May 9, 1896,	48 May 12, 1896.
January 24, 1896,	37	July 25, 1866,	242.60	May 19, 1896,	49 May 20, 1896.
January 24, 1896,	Suppl 37	July 25, 1866,	110.00	November 20, 1896,	66 November 24, 1896.
March 24, 1896,	38	July 25, 1866,	10,534.71	July 8, 1896,	51 July 10, 1896.
March 5, 1896,	39	July 25, 1866,	31.82	July 13, 1896,	52 July 15, 1896.
April 1, 1896,	40	July 25, 1866,	11,461.44	July 21, 1896,	54 July 23, 1896.
May 1, 1896,	Suppl 40	July 25, 1866,	29,156.92	October 17, 1896,	63 October 22, 1896.
April 28, 1896,	41	July 25, 1866,	5,868.14	July 21, 1896,	55 July 23, 1896.

THIS PAGE IS BOUND VE

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
May 1, 1896,	42	July 25, 1866,	14,884.84	July 21, 1896,	56 July 23, 1896
January 10, 1894,	43	July 25, 1866,	402.01	August 17, 1896,	57 August 19, 1896.
April 1, 1896,	44	July 25, 1866,	156.52	August 17, 1896,	58 August 19, 1896.
June 25, 1896,	45	May 4, 1870,	1,933.78	September 26, 1896,	59 September 30, 1896.
June 6, 1896,	46	May 4, 1870,	655.80	October 10, 1896,	60 October 13, 1896.
July 7, 1896,	47	July 25, 1866,	5,938.39	October 10, 1896,	61 October 13, 1896.
August 4, 1896,	48	May 4, 1870,	5,186.92	October 15, 1896,	62 October 17, 1896.
January 24, 1896,	49	July 25, 1866,	120.00	October 21, 1896,	64 October 23, 1896.

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number	Date of patent
July 27, 1893,	50	May 4, 1870,	988.96	October 21, 1896,	65	October 23, 1896.
June 17, 1896,	51	July 25, 1866,	40.00	February 25, 1897,	77	February 26, 1897.
March 30, 1880,	52	July 25, 1866,	352.89	December 4, 1896,	69	December 7, 1896.
September 23, 1871,	53	July 25, 1866,	3,425.80	December 4, 1896,	68	December 8, 1896.
October 26, 1896,	54	July 25, 1866,	400.00	December 4, 1896,	67	December 7, 1896.
Between March 30, 1880, and December 4, 1895,	55	July 25, 1866,	190.17	January 28, 1897,	70	January 30, 1897.
August 26, 1887, and September 8, 1894,	56	July 25, 1866,	440.00	January 28, 1897,	71	January 30, 1897.

THIS PAGE IS BOUND VE

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
December 6, 1893,	57	July 25, 1866,	200.51	February 1, 1897,	72 February 4, 1897.
March 31, 1877,	58	May 4, 1870,	228.00	February 13, 1897,	76 February 16, 1897,
June 21, 1876, and May 22, 1893,	59	July 25, 1866,	1,701.00	February 1, 1897,	73 February 4, 1897.
March 30, 1880,	60	July 25, 1866,	309.05	February 1, 1897,	73 February 4, 1897.
October 11, 1890, and July 24, 1893,	61	May 4, 1870,	400.00	February 13, 1897,	75 February 16, 1897.
March 30, 1880,	62	July 25, 1866,	20.00	February 13, 1897,	74 February 16, 1897.
October 25, 1895,	63	July 25, 1866,	120.00	February 25, 1897,	78 February 27, 1897.

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
January 27, 1897,	64	May 4, 1870,	1,680,00	March 1, 1897,	79 March 2, 1897.
Between May 15, 1890, and November 27, 1895,	65	July 25, 1866,	1,054.16	March 2, 1897,	80 March 3, 1897.
Between September 30, 1871, and April 28, 1896,	66	July 25, 1866,	3,138.95	March 2, 1897,	81 March 3, 1897.
Between August 19, 1887, and January 24, 1896,	Suppl 66	July 25, 1866,	1,473.60	June 30, 1897,	89 July 9, 1897.
October 11, 1890,	67	May 4, 1870,	80.00	April 30, 1897,	82 May 6, 1897.
Between August 26, 1887, and August 17, 1895,	68	July 25, 1866,	1,239.53	April 30, 1897,	(83 May 6, 1897. (84 May 6, 1897.

THIS PAGE IS BOUND VER

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
March 17, 1888, and August 7, 1895,	69	July 25, 1866,	560.00	May 11, 1897,	(85 May 17, 1897. (86 May 17, 1897.
October 6, 1887,	70	July 25, 1866,	960.00	June 9, 1897,	87 June 15, 1897.
October 6, 1887, and March 8, 1892,	Suppl 70	July 25, 1866,	1,680.44	September 27, 1897,	91 October 5, 1897.
Between September 30, 1871, and November 27, 1895,	71	July 25, 1866,	9,207.77	June 22, 1897,	88 July 3, 1897.
Between September 27, 1876, and November 27, 1895,	Suppl 71	July 25, 1866,	5,579.59	September 27, 1897,	92 October 5, 1897.

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
April 8, 1897,	72	July 25, 1866,	2,241.55	November 27, 1897,	95 December 4, 1897.
Between September 30, 1871, and May 15, 1890,	73	July 25, 1866,	1,315.28	August 26, 1897,	90 September 2, 1897.
Between September 30, 1871, and September 9, 1895,	Suppl 73	July 25, 1866,	1,529.48	November 27, 1897,	96 December 4, 1897.
November 18 and 27, 1895,	74	July 25, 1866,	120.00	December 18, 1897,	98 December 22, 1897.
Between September 30, 1871, and November 27, 1895,	75	July 25, 1866,	3,957.49	November 11, 1897,	93 November 16, 1897.

THIS PAGE IS BOUND VE

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
Between May 15, 1890, and November 27, 1895,	Suppl 75	July 25, 1866,	3,306.90	February 3, 1898,	100 February 9, 1898.
November 2, 1895,	76	July 25, 1866,	73.36	November 11, 1897,	94 November 16, 1897.
September 30, 1871, and October 6, 1887,	77	July 25, 1866,	80.00	November 27, 1897,	97 December 4, 1897.
October 8, 1890,	Suppl 77	July 25, 1866,	79.83	February 24, 1898,	102 March 2, 1898.
May 15, 1890,	78	July 25, 1866,	160.00	February 25, 1898,	103 March 3, 1898.
November 10, 1897,	79	July 25, 1866,	17,019.09	January 3, 1898,	99 January 10, 1898.

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
November 12, 1897,	Suppl 79	July 25, 1866,	8,893.26	May 13, 1898,	105 May 27, 1898.
December 9, 1893, and October 25, 1895,	80	July 25, 1866,	441.75	February 24, 1898,	101 March 2, 1898.
October 6, 1887, and March 17, 1888,	81	July 25, 1866,	192.00	February 24, 1898,	102 March 2, 1898.
March 31, 1877,	82	May 4, 1870,	72.75	March 2, 1898,	104 March 8, 1898.
May 15, 1890, and September 9, 1895,	83	July 25, 1866,	442.28	June 21, 1898,	106 June 29, 1898.
October 6, 1887,	84	July 25, 1866,	22.20	June 21, 1898,	107 June 29, 1898.

THIS PAGE IS BOUND VE

VERTICAL IN BOOK

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
March 8, 1898,	85	July 25, 1866,	14,137.74	November 1, 1898,	112 November 11, 1898.
February 15, 1898,	86	July 25, 1866,	13,012.36	December 16, 1898,	113 December 30, 1898.
December 27, 1895,	87	July 25, 1866,	440.00	August 25, 1898,	108 August 31, 1898.
May 9, 1898,	88	July 25, 1866,	5,787.48	September 21, 1898,	109 September 28, 1898.
March 28, 1898,	89	July 25, 1866,	5,898.07	October 11, 1898,	111 October 15, 1898.
May 15, 1890, and November 27, 1895,	90	July 25, 1866,	181.06	October 3, 1898,	110 October 14, 1898.
May 23, 1898,	91	July 25, 1866,	14,082.84	January 25, 1899,	114 February 2, 1899.

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
May 15, 1890, and November 18, 1895,	92	July 25, 1866,	309.95	February 14, 1899,	115 February 23, 1899.
Between May 15, 1890, and November 27, 1895,	Suppl 92	July 25, 1866,	9,186.07	June 21, 1899,	126 June 26, 1899.
Between March 30, 1880, and November 9, 1898,	93	July 25, 1866,	1,467.85	February 15, 1899,	116 February 25, 1899.
November 2, 1898,	94	July 25, 1866,	19,582.14	March 13, 1899,	117 March 20, 1899.
October 12, 1895, and November 2, 1898	Suppl 94	July 25, 1866,	2,428.66	August 16, 1899,	133 August 22, 1899.

THIS PAGE IS BOUND VE

VERTICAL IN BOOK

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary.	Number and date of patent
January 12, 1899,	95	July 25, 1866,	766.33	March 24, 1899,	118 March 29, 1899.
Between September 9, 1895, and January 12, 1899,	Suppl 95	July 25, 1866,	969.58	June 27, 1899,	127 June 30, 1899.
October 25 and November 9, 1898,	96	July 25, 1866,	2,863.39	May 16, 1899,	124 May 22, 1899.
September 21, 1871, and August 16, 1886,	97	July 25, 1866,	362.89	April 13, 1899,	119 April 18, 1899.
November 8, 1898,	98	May 4, 1870,	520.00	May 6, 1899,	121 May 11, 1899.
May 15, 1890,	99	July 25, 1866,	360.00	May 6, 1899,	122 May 11, 1899.

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
May 15, 1890, and October 15, 1898,	Suppl 99	July 25, 1866,	4,512.04	August 15, 1899,	131 August 22, 1899.
November 2, 1898,	100	July 25, 1866,	567.11	May 11, 1899,	123 May 17, 1899.
November 8, 1898,	Suppl 100	July 25, 1866,	2,676.33	August 16, 1899,	134 August 22, 1899.
December 28, 1898,	101	July 25, 1866,	7,040.40	May 31, 1899,	125 June 3, 1899.
October 6, 1887,	102	July 25, 1866,	40.00	November 27, 1899,	140 December 4, 1899.
Between September 23, 1871, and January 12, 1899,	103	July 25, 1866,	243.34	December 9, 1899,	149 December 15, 1899.

THIS PAGE IS BOUND VE

VERTICAL IN BOOK

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary.	Number and date of patent
October 24, 1898,	104	July 25, 1866,	11,585.23	June 29, 1899,	128 July 10, 1899.
September 9, 1898,	Suppl 104	July 25, 1866,	19,022.15	January 23, 1900,	154 January 29, 1900.
Between September 23, 1871, and November 27, 1895,	105	July 25, 1866,	1,131.36	November 29, 1899,	141 December 6, 1899.
September 23, 1871,	106	July 25, 1866,	120.00	August 30, 1899,	135 September 7, 1899.
Between September 23, 1871, and August 16, 1886,	Suppl 106	July 25, 1866,	481.30	November 28, 1899,	142 December 6, 1899.

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
April 28, 1896, and October 1, 1898,	107	July 25, 1866,	6,914.23	July 17, 1899,	129 July 21, 1899.
October 12, 1895,	108	July 25, 1866,	400.00	August 5, 1899,	130 August 10, 1899.
September 9, 1895, Suppl and October 12, 1895,	108	July 25, 1866,	1,616.51	November 28, 1899,	143 December 6, 1899.
November 2, 1895, and November 18, 1895,	110	July 25,1866,	2,348.99	December 9, 1899,	150 December 18, 1899.
May 15, 1890, and September 9, 1895,	111	July 25, 1866,	751.93	September 8, 1899,	136 September 14, 1899.

THIS PAGE IS BOUND VER

VERTICAL IN BOOK

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
May 15, 1890, and November 2, 1895,	Suppl 111	July 25, 1866,	1,689.20	December 29, 1899,	153 January 5, 1900.
September 23, 1871, and November 1, 1898,	112	July 25, 1866,	365.20	August 15, 1899,	132 August 22, 1899.
September 23, 1871	Suppl 112	July 25, 1866,	200.00	November 28, 1899,	144 December 6, 1899.
June 12, 1899,	114	July 25, 1866,	2,630.10	November 24, 1899,	139 December 4, 1899.
June 12, 1899,	Suppl 114	July 25, 1866,	12,642.32	May 1, 1900,	157 May 8, 1900.
Between September 23, 1871, and September 9, 1895,	116	July 25, 1866,	632.95	November 21, 1899,	137)November 29, 1899. 138)

5397

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
November 27, 1895,	115	July 25, 1866,	1,875.37	December 19, 1899,	152 December 26, 1899.
April 3, 1899,	117	July 25, 1866,	26,582.12	November 28, 1899,	145 December 6, 1899.
May 16, 1899,	118	July 25, 1866,	2,541.95	November 28, 1899,	146 December 6, 1899.
May 16, 1899,	119	July 25, 1866,	11,312.16	December 4, 1899,	147 December 12, 1899.
May 16, 1899,	120	July 25, 1866,	11,042.33	December 15, 1899,	151 December 20, 1899.
June 12, 1899,	121	July 25,1866,	953.65	December 4, 1899,	148 December 12, 1899.
May 15, 1899,	122	July 25,1866,	7,143 51	September 6, 1900,	163 September 13, 1900.
May 16, 1899,	123	July 25, 1866,	350.44	April 18, 1900,	156 April 27, 1900.
September 23, 1871, Suppl and May 15, 1890,	116	July 25, 1866,	883.13	March 28, 1900,	155 April 11, 1900.

THIS PAGE IS BOUND

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent	
January 24, 1896,	124	July 25, 1866,	40.00	August 10, 1900,	159	August 21, 1900.
June 12, 1899,	125	July 25, 1866,	80.00	May 1, 1900,	158	May 8, 1900.
January 29 and February					160	
13, 1900,	126	July 25, 1866,	960.58	August 9, 1900,	161	August 16, 1900.
September 23, 1871, and						
June 12, 1899,	127	July 25, 1866,	60.00	August 9, 1900,	162	August 16, 1900.
					164	
					165	
					166	
Between July 28, 1870,						
and October 27, 1890,	128	July 25, 1866,	9,146.50	August 3, 1901,	167	August 8, 1901.
					168	
					169	

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent	
Between September 30, 1871, and June 12, 1899,	Suppl 128	July 25, 1866,	3,771.66	May 23, 1902,	179	May 28, 1902.
Between September 30, 1871, and December 5, 1900,	129	July 25, 1866,	5,325.86	August 3, 1901,	170 171 172 173 174	August 8, 1901.
May 31 and December 5, 1900,	Suppl 129	July 25, 1866,	397.09	September 24, 1902,	182	September 29, 1902.
Between June 28, 1873, and September 8, 1894,	130	July 25, 1866,	4,832.17	August 3, 1901,	175 176	August 8, 1901.
Between June 21, 1876, and September 28, 1894,	131	July 25, 1866,	41,162.07	August 3, 1901,	177	August 8, 1901.

THIS PAGE IS BOUND W

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
September 8, 1894, Suppl	131	July 25, 1866,	8,403.44	September 24, 1902,	183 September 29, 1902.
March 14, 1877,	132	July 25, 1866,	362.63	January 18, 1902,	178 January 24, 1902.
March 14, 1877,	133	July 25, 1866,	199.11	June 16, 1902,	180 June 21, 1902.
March 8, 1898, and July 3, 1901,	135	July 25, 1866,	1,298.07	December 1, 1902,	184 December 6, 1902.
March 13, 1871,	136	July 25, 1866,	1,094.40	September 24, 1902,	181 September 29, 1902.
May 3, 1901,	137	July 25, 1866,	328.52	December 1, 1902,	185 December 6, 1902.
June 6, 1901,	138	July 25, 1866,	6,312.92	December 1, 1902,	186 December 6, 1902.
June 17, 1901,	139	July 25, 1866,	10,099.40	December 3, 1902,	188 December 6, 1902.
May 13, 1901,	140	July 25, 1866,	3,898.96	December 1, 1902,	187 December 6, 1902.

"GOVERNMENT'S EXHIBIT NO. 110"

"DATE OF LISTS OR SELECTIONS, ETC., OF LANDS PATENTED TO THE OREGON AND CALIFORNIA RAILROAD COMPANY UNDER LAND GRANTS INVOLVED IN THIS SUIT."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
September 27, 1900,	141	July 25, 1866,	40.00	February 14, 1903,	189 February 18, 1903.
April 22, 1902	142	July 25, 1866,	19,876.97	February 14, 1903,	190 February 18, 1903.
August 26, 1887, and June 16, 1902,	143	July 25, 1866,	1,121.35	March 12, 1903,	193 March 20, 1903.
Between June 30, 1880, and July 3, 1901,	144	July 25, 1866,	513.28	March 11, 1903,	191 March 16, 1903.
November 27, 1895, and October 27, 1900,	Suppl 144	July 25, 1866,	100.00	September 9, 1903,	199 September 12, 1903.
May 3, 1902,	145	July 25, 1866,	4,190.16	March 13, 1903,	194 March 20, 1903.
April 29, 1871,	146	July 25, 1866,	40.00	March 11, 1903,	192 March 16, 1903.

THIS PAGE IS BOUND VE

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
March 3, 1877, and November 11, 1895,	147	May 4, 1870	200.00	March 14, 1903,	196 March 20, 1903.
April 20, 1899,	148	July 25, 1866,	240.00	March 13, 1903,	195 March 13, 1903. (20.)
July 24, 1893,	149	May 4, 1870,	70.14	March 16, 1903,	197 March 16, 1903.
Between June 21, 1876, and August 26, 1887,	150	July 25, 1866,	10,316.32	June 15, 1903,	198 June 23, 1903.
December 28, 1898,	151	July 25, 1866,	89.17	February 3, 1904,	201 February 9, 1904.
March 30, 1880, and May 3, 1892,	152	July 25, 1866,	121.20	January 8, 1904,	200 January 12, 1904.
February 9, 1903,	153	July 25, 1866,	27,283.76	June 8, 1904,	202 June 14, 1904.

"GOVERNMENT'S EXHIBIT NO. 110"

"Date of Lists or Selections, Etc., of Lands Patented to The Oregon and California Railroad Company Under Land Grants Involved in This Suit."

Date of Lists or Selections.	List or Selection No.	Act	Area Acres	Date of Approval by Secretary	Number and date of patent
February 9, 1903,	Suppl 153	July 25, 1866,	11,744.95	October 22, 1904,	203 October 28, 1904.
March 15, 1904,	154	July 25, 1866,	20,006.55	January 28, 1905,	205 February 3, 1905.
April 6, 1903,	155	July 25, 1866,	1,922.44	January 18, 1905,	204 January 26, 1905.
June 16, 1902,	156	July 25, 1866,	160.55	April 22, 1905,	206 April 27, 1905.
Between June 13, 1887, and August 15, 1904,	157	July 25, 1866,	791.69	April 25, 1905,	207 May 5, 1905.
September 30, 1871, and March 15, 1904,	158	July 25, 1866,	2,677.40	May 26, 1905,	208 June 5, 1905.
June 30, 1880,	159	July 25, 1866,	161.22	November 2, 1905,	209 November 9, 1905.
July 28, 1870,	160	July 25, 1866,	38.82	November 2, 1905,	210 November 9, 1905.
February 9, 1903,	161	July 25, 1866,	20.00	November 28, 1906,	211 December 7, 1906.

THIS PAGE IS BOUND VE

GOVERNMENT'S EXHIBIT NO. 111.

B DEPARTMENT OF THE INTERIOR
GENERAL LAND OFFICE
WASHINGTON

March 11, 1912.

I hereby certify that the annexed copy of Original List No. 1, of lands selected by the Oregon and California Railroad Co., is a true and literal exemplification from the original list in this office.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and caused the seal of this office to be affixed, at the city of Washington, on the day and year above written.

H. W. SANFORD,
(Seal) Recorder of the General Land Office.

———o———

A—28 List 1 Pn Noted in Selection Docket Page 180

STATE OF OREGON,

U. S. Land Office, Oregon City

July 12, 1870.

The Oregon and California Railroad Company, assignee of the Oregon Central Railroad Company, under and by virtue of the Act of Congress entitled "An

VERTICAL IN BOOK

Act granting lands to aid in the construction of a Railroad and Telegraph line from the Central Pacific Railroad, in California, to Portland, Oregon," approved July 25th, 1866, and Acts amendatory thereof, approved respectively July 25th, 1868, and April 10th, 1869, and the Joint Resolution of the Legislative Assembly of the State of Oregon, adopted October 20, 1868, designating said last-named Company to receive said grant, and under and in pursuance of the Rules and Regulations prescribed by the Commissioner of the General Land Office, hereby makes and files the following list of selections of Public Lands claimed by the Company as enuring to it, and to which it is entitled under and by virtue of the Grants and Provisions of the said Act of Congress and amendments thereto and the said Joint Resolution of the Legislative Assembly of the State of Oregon, and the location of the line of the route of the Road of said Company, being for the First Completed Section of twenty miles of the same, commencing at East Portland, Oregon, and ending at the Twenty mile stake. The selections being particularly described as follows, to-wit:

SELECTIONS BY THE OREGON AND CALIFORNIA RAILROAD COMPANY.

STATE OF OREGON)
) ss.
County of Clackamas)

I, I. R. Moores, being duly sworn, depose and say that I am the Land Agent of the OREGON AND

CALIFORNIA RAILROAD COMPANY; that the foregoing List of Lands, which I hereby select, is a correct list of a portion of the public lands claimed by the said Road Company as enuring to the said Road Company, to aid in the construction of a Railroad and Telegraph line, and for which a grant of lands was made by the Act of Congress, approved July 25th, 1866; that said lands are vacant, unappropriated, and are not interdicted mineral nor reserved lands, and are of the character contemplated by the grant, being within the limits of thirty miles on each side of the line of the route for a continuous distance of Twenty miles, being for the First completed section of said road, starting from East Portland, Oregon, and ending at the Twenty Mile stake.

I. R. MOORES

Sworn and subscribed before me
this 12 day of July, 1870.

Owen Wade (L. S.)

Register of the Land Office.

U. S. LAND OFFICE,

Oregon City, Oregon, July 28th, 1870.

We hereby certify that we have carefully and critically examined the foregoing list of lands claimed by the Oregon and California Railroad Company, under the grant, by Act of Congress, approved July 25th, 1866, and amendments thereto, and selected for said Company by I. R. Moores, the duly authorized Agent,

and we have tested the accuracy of said list by the plats and records of this office, and that we find the same to be correct; and we further certify that the filing of said list is allowed and approved, and that the whole of said lands are surveyed public lands of the United States, and within the limit of 20 miles on each side; and that the same are not, nor is any part thereof returned and denominated as mineral land, or lands, nor claimed as swamp lands; nor is there any homestead, preemption, State or other valid claim to any portion of said lands on file or record in this office. We further certify that the foregoing list shows an assessment of the fees payable to us, allowed by the Act of Congress approved July 1, 1864, and contemplated by the Circular of Instructions dated May 30, 1866, addressed by the Commissioner of the General Land Office, addressed to Registers and Receivers of the United States Land Offices, and that the said Company have paid to the undersigned, the Receiver, the full sum of two hundred and seventy two dollars in full payment and discharge of said fees.

OWEN WADE, Register.

HENRY WARREN, Receiver.

Noted in Selection
Docket Page 180

A-28 LIST NO 1

OREGON AND CALIFORNIA RAILROAD COMPANY SELECTIONS.

Oregon City Land District.

21,858 24/100 Acres.

Filed July 28th, 1870

Approved July 28, 1870.

A. L. Stinson, Printer
Salem.

R. & R's fees $272.00
Clear List made for
Approval, Nov. 8, 1870
Cromwell
Commissioner.
Noted in Selection Docket
Page 180
Posted DTP

GOVERNMENT'S EXHIBIT NO. 111—A

B DEPARTMENT OF THE INTERIOR
MEL GENERAL LAND OFFICE
WASHINGTON

March 11, 1911.

I hereby certify that the annexed extract copy of original List No. 8, of lands selected by the Oregon and California Railroad Company, is a true and literal exemplification from the original list in this office.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and caused the seal of this office to be affixed, at the city of Washington, on the day and year above written.

H. W. SANFORD,
Recorder of the General Land Office.

(Seal)

1876 M Examined with Tract Books and find No. 8
15810 no donation claims in conflict.
No. 8 May 9, 1877, T. C.
Oregon City Granted and Indemnity.
Noted in Selection Docket
Page 180.

STATE OF OREGON
UNITED STATES LAND OFFICE

Oregon City, June 17th, 1876.

The Oregon & California Railroad Company, of Portland, Oregon, under and by virtue of the Acts of Congress entitled "An Act granting lands to aid in the construction of a Railroad and Telegraph line from the Central Pacific Railroad, in California, to Portland, Oregon" approved July 25th, 1866, and Acts amendatory thereof, approved respectively June 25th, 1868, and April 10th, 1869, and under and in pursuance of the rules and regulations prescribed by the Commissioner of the General Land Office, hereby makes and files the following list of selections of public lands claimed by the said Company as inuring to it, and to which it is entitled under and by virtue of the grants and provisions of the said Acts of Congress, and the location of the line of route of the Railroad of the said Company; being for the first five Sections (of twenty miles each) of the same, commencing at East Portland and ending at the fifth twenty miles post; the selections being particularly described as follows, to wit:

List No. 5 embracing the clear lands within the granted limits submitted for approval May 12, 1877, containing 44,484.82 acres.

STATE OF OREGON,)
) ss.
County of Clackamas)

I, Paul Schulze, being duly sworn, depose and say that I am the Land Agent of the Oregon and California Railroad Company; that the foregoing List of Lands, which I hereby select, is a correct list of a portion of the public lands claimed by the said Railroad Company as enuring to the said Railroad Company, to aid in the construction of a Railroad and Telegraph line from the Central Pacific Railroad, in California, to Portland, Oregon, for which a grant of lands was made by the Acts of Congress, approved July 25th, 1866, June 25th, 1868, and April 10th, 1869 respectively; that the said lands are vacant, unappropriated, and are not interdicted mineral nor reserved lands, and are of the character contemplated by the grant, being within the limits of twenty and thirty miles on each side of the line of route for a continuous distance of one hundred miles, being for the first five sections of said Railroad starting from East Portland, and ending at the fifth twenty miles post.

Paul Schulze (L. S.)

SWORN AND SUBSCRIBED before me this
17th day of June, 1876.

Owen Wade
Register of the U. S. Land Office.

U. S. LAND OFFICE,

Oregon City, Oregon, June 21, 1876.

WE HEREBY CERTIFY That we have carefully and critically examined the foregoing List of Lands claimed by the Oregon and California Railroad Company, under the grant, by Acts of Congress, approved July 25, 1866, and selected for said company by Paul Schulze, the duly authorized Agent, and we have tested the accuracy of said list by the plats and records of this office, and that we find the same to be correct. And we further certify that the filing of said list is allowed and approved, and that the whole of said lands are surveyed public lands of the United States, and within the limits of twenty and thirty miles on each side; and that the same are not, nor is any part thereof returned or denominated as mineral land or lands, nor claimed as swamp lands; nor is there any homestead, pre-emption, State or other valid claim to any portion of said lands on file or record in this office. We further certify that the foregoing list shows an assessment of the fees payable to us, allowed by the Act of Congress approved July 1, 1864, and contemplated by the Circular of Instructions dated October 15, 1873, addressed by the Commissioner of the General Land Office to the Registers and Receivers of the United States Land Offices, and that the said Company have paid to the undersigned, the Receiver, the full sum of eight hundred and sixty (860) dollars in full payment and discharge of said fees.

Owen Wade, Register

T. R. Harrison, Receiver

Noted in Selection Docket Page 180

M 15810 Lieu F No. 8

List No. 8

OREGON AND CALIFORNIA
R. R. COMPANY

Selections.

Oregon City, Oregon.

June 17, 1876.

68,819.44 A.

Entered on Tract Books.

Noted in Selection

Docket Page 130

Posted, Hobbs.

GOVERNMENT'S EXHIBIT NO. 111—B.

B. DEPARTMENT OF THE INTERIOR
MEL GENERAL LAND OFFICE
WASHINGTON

March 11, 1912.

I hereby certify that the annexed copies of papers and extract copy of List No. 16, of lands selected by the Oregon and California Railroad Co., are true and literal exemplifications from the original papers and list in this office.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and

caused the seal of this office to be affixed, at the city of Washington, on the day and year above written.

H. W. SANFORD,
(Seal) Recorder of the General Land Office.

A—28 Oregon City No. 16

STATE OF OREGON
UNITED STATES LAND OFFICE

Noted in Selection
Docket Page 181

The Oregon and California Railroad Company, Successor and Assignee of the Oregon Central Railroad Company of Salem, Oregon, under and by virtue of the Act of Congress entitled "An Act granting lands to aid in the construction of a Railroad and telegraph line from the Central Pacific Railroad in California to Portland, in Oregon, approved July 25th, 1866, and acts amendatory thereto, and the Joint Resolution of the Legislative Assembly of the State of Oregon, adopted October 19th and 20th, 1866, designating said Railroad Company to receive said grant and under and in pursuance of the rules and regulations prescribed by the Commissioner of the General Land Office, hereby makes and files the following list of selections of public lands

claimed by the said company as inuring to it, and to which it is entitled under and by virtue of the grants and provisions of the said Acts of Congress, and the location of the line of route of the railroad of the said company; being for a part of the 1st, 2nd, 3r, 4th and 5th Sections (100 miles) of the same, commencing at East Portland, and ending at the 100th mile post, the selections being particularly described as follows, to-wit:

—o—

No. 1080 **THE FIRST NATIONAL BANK OF PORTLAND**

Portland, Oregon, 9/8/ 1894

I certify that Oregon & California Railroad Co. has this day, deposited to the Credit of the TREASURER OF THE UNITED STATES, Fifty-four 74/100 Dollars, on account of survey fee $49.21, Office work $5.53 on 1,886.70 acres of In Place lands of O. C. R. R. Co. List 16 Or. City Dist. for which I have signed triplicate receipts.

J. W. Newkirk,

$54.74 Cashier.

(MARGIN)

DUPLICATE.

The depositor will send this, by the first mail, to the Commissioner of Patents, if the deposit is on

account of Patent Fees; to the Commissioner of Internal Revenue, if on account of Internal Revenue; to the Treasurer, U. S., if on account of Semi-Annual Duty; to the Commissioner of the General Land Office, if on account of Surveys of Public Lands.

—o—

UNITED STATES SURVEYOR GENERAL'S OFFICE)
Portland, Oregon, Sept. 8, A. D. 1894)

I W. Henry Byars, Surveyor General for the United States, in and for the State of Oregon, hereby report and certify that the Oregon & California Railroad Company has this day deposited with me at Portland, Oregon, a duplicate certificate of deposit No. 1080 dated Sept. 8, 1894, to the credit of the Treasurer of the United States, showing that the sum of $49.21 has been deposited as a cost of survey and $5.53 for office work, and that the said sums are the correct amounts of the cost of survey and office work for the lands mentioned and described as below amounting to 1,886.70 acres being the lands mentioned and described in selection list No. 16, Oregon City District, as shown in said list.

Survey $49.21
Office Work .....$ 5.53

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal.

W. HENRY BYARS,
Surveyor General.

No.	Description of Tract	Section	Township	Range	Acres
16	SW¼ of SE¼	7	6S	1E	40
	S½ of NE¼	33	8 "	1 "	80
	Lots 1 and 2		10	1 "	40 44
	N½ & S½ of S½	9	12 "	1 "	480
	NE¼ & NE¼ of) NW¼	11	12 "	1 "	200
	S½ of NE¼; NE-) ¼ of SE ¼ &) Lots 1 and 2	3	10 "	2 "	198 97
	Lot 1	9	10 "	2 "	44 83
	Lots 1 and 2	7	6 "	3 "	66 37
	Lots 1, 2 and 3	19	6 "	3 "	100 95
	Lot 7	7	1 "	1W	17 26
	Lots 4 and 5	11	1 "	3 "	78 56
	Lot 2	7	4 "	3 "	0 42
	Lot 1	9	5 "	3 "	3 90
	NW¼ of NW¼	29	13 "	6 "	40
	TOTAL ACRES.....				1,386 70

Receipt for Survey Fees
List No. 16
Oregon City District
Oregon
O and C. R. R. Co.
Rec'd with letter of Sept. 19, 1894
99315
94 99315—1

———o———

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

I, Geo. H. Andrews, being duly sworn, depose and say that I am the Acting Land Agent of the Oregon and California Railroad Company; that the foregoing List of Lands, which I hereby select, is a correct list of a portion of the lands claimed by the said Railroad Company as successor of the Oregon Central Railroad Company of Salem, Oregon, as inuring to the said Oregon and California Railroad Company, to aid in the construction of a railroad and telegraph line, and for which a grant of land was made by the Act of Congress, approved July 25th, 1866; that said lands are vacant, unappropriated, and are not interdicted mineral nor reserved lands, and are of the character contemplated by the grant, being within the limits of Twenty miles on each side of the line of the route for a distance of One hundred miles, being for a part of the 1st, 2nd, 3d, 4th

and 5th Sections of said road starting from East Portland, and ending at the 100th mile post.

Geo. H. Andrews (SEAL)

Sworn and subscribed before me this
26th day of May, A. D. 1887.

W. T. Burney
Register of U. S. Land Office.

U. S. LAND OFFICE.

Oregon City, Oregon, June 13, 1887.

We hereby certify that we have carefully and critically examined the foregoing List of Lands claimed by the Oregon and California Railroad Company, under the grant, by Act of Congress, approved July 25, 1866, and the acts amendatory thereto, and selected for said Railroad Company, by Geo. H. Andrews, the duly authorized agent, and we have tested the accuracy of said list by the plats and records of this office, and that we find the same to be correct. And we further certify that the filing of said list is allowed and approved, and that the whole of said lands are surveyed public lands of the United States, and within the limits of twenty miles on each side of the located line of said road; and that the same are not, nor is any part thereof, returned or denominated as mineral land or lands, nor claimed as swamp land; nor is there any homestead, preemption, state or other valid claim to any portion of said lands on file or record in this office. We further certify that the foregoing list shows an assessment of the fees payable to us, allowed by the Act of Congress, approved

July 1, 1864, and contemplated by the Circular of Instructions dated Nov. 7, 1879 addressed by the Commissioner of the General Land Office to the Registers and Receivers of the United States Land Offices, and that said Company has paid to the undersigned, the Receiver, the full sum of Seventeen dollars in full payment and discharge of said fees.

W. T. Burney, Register.
B. F. Burch, Receiver.

Noted in Selection
Docket Page 181
A—28 1887

75435 Recd. with June returns.
Selection June 13, 1887.

List No. 16

OREGON AND CALIFORNIA RAILROAD CO LAND SELECTIONS.

Oregon City Land District
1886.70 Acres

Filed May 26, 1887.

Approved June 13, 1887.

Noted in Selection
Docket Page 181
Cromwell

Posted Sept. 12/87
J. G. B.

GOVERNMENT'S EXHIBIT NO. 111-C.

B. DEPARTMENT OF THE INTERIOR
MEL GENERAL LAND OFFICE
WASHINGTON

March 11, 1912.

I hereby certify that the annexed extract copy of Original List No. 17, of lands selected by the Oregon and California Railroad Company, is a true and literal exemplification from the said list in this office.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and caused the seal of this office to be affixed, at the city of Washington, on the day and year above written.

H. W. SANFORD,
(Seal) Recorder of the General Land Office.

———o———

A—28
(1-23) 44,705—1891, Recd. with monthly return.
List No. 17, Granted Limits.

GRANTED LIMITS LANDS,
OREGON AND CALIFORNIA RAILROAD CO.
OREGON CITY, OR., U.S.
Land District.

Noted in Selection Docket Page 131.
Noted May, 1891, M. T. B.

OFFICE OF THE OREGON AND CALIFORNIA RAILROAD COMPANY.

Portland, Oregon, 11th March, 1891.

I, GEORGE H. ANDREWS, Secretary of the Oregon and California Railroad Company, successor and assignee of the Oregon Central Railroad Company of Salem, Oregon, hereby certify that WILLIAM H. MILLS was appointed LAND AGENT of the said Oregon and California Railroad Company, by the Board of Directors of said Company, at a regular meeting held on the 19th November, 1888, and that since that time he has been continuously, and is now, the Land Agent of the said Company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the corporate seal of the said Company, this 11th day of March, 1891.

GEORGE H. ANDREWS (SEAL)
Secretary of the Oregon and California Railroad Company.

LIST OF LANDS

In the Oregon City Land District, Oregon, Selected by the

OREGON AND CALIFORNIA RAILROAD COMPANY,

Successor to

THE OREGON CENTRAL RAILROAD COMPANY, OF SALEM, OREGON.

The undersigned, the duly authorized Land Agent of the Oregon and California Railroad Company, successor and assignee of the Oregon Central Railroad Company of Salem, Oregon, under and by virtue of the Act of Congress, entitled "An Act granting lands to aid in the construction of a Railroad and Telegraph line from the Central Pacific Railroad, in California, to Portland, in Oregon," approved July 25, 1866, and the Acts amendatory thereof, and the Joint Resolution of the Legislative Assembly of the State of Oregon, adopted October 19 and 20, 1868, designating said Railroad Company to receive said grant; and under and in pursuance of the Rules and Regulations prescribed by the Commissioner of the General Land Office, hereby makes and files the following List of Selections of public lands claimed by the said Oregon and California Railroad Company, as successor and assignee of the said "Oregon Central Railroad Company of Salem,

Oregon," as enuring to it, and to which it is entitled, under and by virtue of the said Act of Congress, and the Acts amendatory thereof, and in virtue of the location of the line of route of the said Railroad.

William H. Mills,
Land Agent Oregon and California Railroad Company.

STATE OF CALIFORNIA, }
City and County of San Francisco. } ss.

WILLIAM H. MILLS, being duly sworn, deposes and says: I am the Land Agent of the Oregon and California Railroad Company. The foregoing List of Lands, which I hereby select, is a correct list of a portion of the public lands claimed by the said Oregon and California Railroad Company, as successor and assignee of the Oregon Central Railroad Company of Salem, Oregon, under and by virtue of an Act of Congress entitled "An Act granting land to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad, in California, to Portland, in Oregon," approved July 25, 1866, and the Acts amendatory thereof, and the Joint Resolution of the Legislative Assembly of the State of Oregon, adopted October 19th and 20th, 1868, designating said Railroad Company to receive said grant. The said lands are vacant, unappropriated, are not interdicted mineral nor reserved lands, and are of the character contemplated by

the granting Act, lying within the limits of twenty miles on each side of the line of route of the said railroad.

WILLIAM H. MILLS.

Subscribed and sworn to before)
this ninth day of March, 1891.)
E. B. Ryan)
Notary Public in and for the City)
and County of San Francisco, California.)

(SEAL)

UNITED STATES LAND OFFICE,)
)
Oregon City, Oregon, 14th March, 1891)

We hereby certify that we have carefully and critically examined the foregoing list of lands claimed by the Oregon and California Railroad Company, and selected by William H. Mills, the duly authorized Land Agent of the said Company, and have tested the accuracy of the same by the plats and records of this office, and that we find the same to be correct.

We further certify, that the lands described are surveyed, lie within the limits of twenty miles on each side of the line of route of said Railroad, and that no part of the same is returned or denominated as mineral land, claimed as swamp land, or covered by any homestead, pre-emption, State or other valid claim on file or of record in this office.

We further certify that the said Land Agent has paid to the undersigned, the Receiver, the sum of Thirty-

four and 05/100 Dollars, in full payment and discharge of fees of Register and Receiver on said list, and that the said list has been filed and approved.

Noted in Selection Docket Page 131.

J. T. APPENIN,
Register

B. F. BURCH,
Receiver

—o—

UNITED STATES SURVEYOR-GENERAL'S OFFICE,)
)

Portland, Oregon, 13 March, 1891.)

I, W. H. Byars, Surveyor-General for the United States, in and for the State of Oregon, hereby report and certify that the Oregon and California Railroad Company has this day deposited with me at Portland, Oregon, a duplicate Certificate of deposit No. 788, dated March 13th, 1891, to the credit of the Treasurer of the United States, showing that the sum of $110 56/100 has been deposited as a Cost of Survey, and $12 44/100 for Office Work.

I further certify that the said sums are the correct amounts of the Cost of Survey and Office Work for the lands mentioned and described in the List of Lands hereto annexed, to the extent of said list.

Survey	$110.56
Office Work	12.44
	$123.00

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal.

W. HENRY BYARS,
Surveyor-General

GOVERNMENT'S EXHIBIT NO. 111-D.

B. DEPARTMENT OF THE INTERIOR
MEL GENERAL LAND OFFICE
WASHINGTON

March 11, 1912.

I hereby certify that the annexed copy of letter and extract copy of original List No. 104, of lands selected by the Oregon and California Railroad Company, are true and literal exemplifications from the said list and letter in this office.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and caused the seal of this office to be affixed, at the city of Washington on the day and year above written.

H. W. SANFORD,
(Seal) Recorder of the General Land Office.

List No. 104.

GRANTED LIMITS LANDS.

OREGON AND CALIFORNIA RAILROAD CO.

Roseburg, Or., U. S.
Land District.
U. S. Land Office
Received 10 A.M. W.W.T.
Aug. 9, 1907, Roseburg.
Posted Mar 28/08 S.W.M. "O"
M.O.F.

———o———

Transmits List No. 104 —Roseburg— 54189
Selections by O.&C.R.R.Co. Received Mar 19 1908

DEPARTMENT OF THE INTERIOR,
UNITED STATES LAND OFFICE,
March 11, 1908.

The Honorable Commissioner,
General Land Office,
Washington, D. C.

Sir,

I have the honor to transmit herewith, for your consideraiton, List No. 104, of selections by the Ore. and Cal. Railroad Company for the whole of sec. 5, T. 33 S., R. 7 W. The records of this office show the land vacant and subject to entry and the fee is paid. The records

also show the selection is within six miles of a mineral entry and notice for publication is now issued and upon expiration of the period of publication the case will be further reported.

There is also noted upon the records a mineral protest filed by J. T. C. Nash, Nov. 7, 1895, alleging the mineral character of said land and protesting against issuance of patent for the E 1/2 of said Sec. 5. Said protest was transmitted to your office Nov. 18, 1895.

List No. 100, of selections by the said railroad company is suspended pending the final decision in the cases of Cora E. Catching and David Worley against said company and Lists Nos. 101, 102, 103, are now before the Secretary of the Interior on appeal. As all of said lists are now pending before your office we have given the list now transmitetd the next serial number, No. 104.

Very respectfully,

BENJ. L. EDDY,

WWT Register.

OFFICE OF THE OREGON AND CALIFORNIA RAILROAD COMPANY,

Portland, Oregon, July 12th, 1907.

I, W. W. COTTON, Secretary of the Oregon and California Railroad Company, successor and assignee of the Oregon Central Railroad Company of Salem, Oregon, hereby certify that CHARLES W. EBER-

LEIN was appointed Acting Land Agent of the said Oregon and California Railroad Company, by the Board of Directors of said Company, at a special meeting held on the 15th day of September, 1904, and that since that time he has been continuously, and is now, the Acting Land Agent of the said Company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Corporate Seal of the said Company this
(SEAL) 12th day of July, 1907.

W. W. COTTON,
Secretary of the Oregon and California Railroad Company.

LIST OF LANDS IN THE ROSEBURG LAND DISTRICT, OREGON, SELECTED BY THE OREGON AND CALIFORNIA RAILROAD COMPANY, SUCCESSOR TO THE OREGON CENTRAL RAILROAD COMPANY, of SALEM, OREGON.

The undersigned, the duly authorized Acting Land Agent of the Oregon and California Railroad Company, successor and assignee of the Oregon Central Railroad

Company, of Salem, Oregon, under and by virtue of the Act of Congress, entitled "An Act granting lands to aid in the construction of a Railroad and Telegraph line from the Central Pacific Railroad, in California, to Portland, in Oregon," approved July 25, 1866, and the Acts amendatory thereof, and the Joint Resolution of the Legislative Assembly of the State of Oregon, adopted October 19 and 20, 1868, designating said Railroad Company to receive said grant; and under and in pursuance of the Rules and Regulations prescribed by the Commissioner of the General Land Office, hereby makes the following list of selections of public lands claimed by the said Oregon and California Railroad Company as successor and assignee of the said "Oregon Central Railroad Company of Salem, Oregon," as enuring to it, and to which it is entitled, under and by virtue of the said Act of Congress, and the Acts amendatory thereof, and in virtue of the location of the line of route of the said Railroad.

Charles W. Eberlein,
Acting Land Agent Oregon and California
Railroad Company.

STATE OF CALIFORNIA, }
} ss.
City and County of San Francisco }

CHARLES W. EBERLEIN, being duly sworn, deposes and says: I am the Acting Land Agent of the

Oregon and California Railroad Company. The foregoing List of Lands, which I hereby select, is a correct list of a portion of the public lands claimed by the said Oregon and California Railroad Company, as successor and assignee of the Oregon Central Railroad Company of Salem, Oregon, under and by virtue of an Act of Congress entitled "An Act granting land to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad, in California, to Portland, in Oregon," approved July 25, 1866, and the Acts amendatory thereof, and the Joint Resolution of the Legislative Assembly of the State of Oregon, adopted October 19th and 20th, 1868, designating said Railroad Company to receive said grant. The said lands are vacant, unappropriated, are not interdicted mineral nor reserved lands, and are of the character contemplated by the granting Act, lying within the limits of twenty miles on each side of the line of the route of said railroad.

Charles W. Eberlein

Subscribed and sworn to before me, this thirteenth day of June, 1907.

E. B. Ryan,

(SEAL) Notary Public in and for the City and County of San Francisco, State of California.

UNITED STATES LAND OFFICE,)
(
Roseburg, Oregon, March 11, 1908)

We hereby certify that we have carefully and critically examined the foregoing list of lands claimed by the Oregon and California Railroad Company, and selected by CHARLES W. EBERLEIN, the duly authorized Acting Land Agent of the said Company, and have tested the accuracy of the same by the plats and records of this office, and that we find the same to be correct.

We further certify, that the lands described are surveyed, lie within the limits of twenty miles on each side of the line of route of said Railroad, and that no part of the same is returned or denominated as mineral land, claimed as swamp land, or covered by any homestead, pre-emption, State or other valid claim on file or of record in this office.

We further certify that the said Acting Land Agent has paid to the undersigned, the Receiver, the sum of Ten and no/100 Dollars, in full payment and discharge of fees of Register and Receiver on said list, and that the said list has been filed and approved.

BENJAMIN L. EDDY,
Register.

J. M. LAWRENCE,
Receiver.

GOVERNMENT'S EXHIBIT NO. 111-E.

B. DEPARTMENT OF THE INTERIOR
MEL GENERAL LAND OFFICE
WASHINGTON

March 11, 1912.

I hereby certify that the annexed extract copy of Original List No. 106, of lands selected by the Oregon and California Railroad Company, is a true and literal exemplification from the original list in this office.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and caused the seal of this office to be affixed at the city of Washington, on the day and year above written.

H. W. SANFORD,
(Seal) Recorder of the General Land Office.

———o———

Lord

U. S. Land Office
Received 11:30 A.M.

Serial No. 01542
Receipt No. 187760
Y

Sept. 28, 1908

Index Jan. 7, 1909.

Roseburg, Ore.

List No. 106.

GRANTED LIMITS LANDS

OREGON AND CALIFORNIA RAILROAD Co.

Roseburg, Or., U.S.
Land District
Posted in V. 2—245 Feb. 5, 1909
SYM O

—o—

Office of the Oregon and California Railroad Company)
)
Portland, Oregon, August 24th, 1908.)

I, W. W. Cotton, Secretary of the Oregon and California Railroad Company, successor and assignee of the Oregon Central Railroad Company, of Salem, Oregon, hereby certify that HENRY CONLIN was appointed Acting Land Agent of the said Oregon and California Railroad Company, by the Board of Directors of said Company, at a meeting held on the 15th day of June, 1908, and that since that time he has been continuously, and is now, the Acting Land Agent of the said Company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Corporate Seal of the said Company, this 24th day of
(Seal) August, 1908.

W. W. Cotton,
Secretary of the Oregon and California Railroad Company.

LIST OF LANDS IN THE ROSEBURG LAND DISTRICT, OREGON. SELECTED BY THE OREGON AND CALIFORNIA RAILROAD COMPANY, Successor to THE OREGON CENTRAL RAILROAD COMPANY, of Salem, Oregon.

The undersigned, the duly authorized Acting Land Agent of the Oregon and California Railroad Company, successor and assignee of the Oregon Central Railroad Company of Salem, Oregon, under and by virtue of the Act of Congress, entitled "An Act granting lands to aid in the construction of a Railroad and Telegraph line from the Central Pacific Railroad, in California, to Portland, in Oregon," approved July 25, 1866, and the Acts amendatory thereof, and the Joint Resolution of the Legislative Assembly of the State of Oregon, adopted October 19 and 20, 1868, designating said Railroad Company to receive said grant; and under and in pursuance of the Rules and Regulations prescribed by the Commissioner of the General Land Office, hereby makes and files the following list of selections of public lands claimed by the said Oregon and California Railroad Company, as successor and assignee of the said "Oregon Central Railroad Company of Salem, Oregon," as enuring to it, and to which it is entitled, under and by virtue of the said Act of Congress, and the Acts amendatory thereof, and in virtue of the location of the line of route

of the said Railroad.

HENRY CONLIN
Acting Land Agent Oregon and
California Railroad Company.

STATE OF CALIFORNIA)
) ss.
City and County of San Francisco)

HENRY CONLIN, being duly sworn, deposes and says: I am the Acting Land Agent of the Oregon and California Railroad Company. The foregoing List of Lands, which I hereby select, is a correct list of a portion of the public lands claimed by the said Oregon and California Railroad Company, as successor and assignee of the Oregon Central Railroad Company of Salem, Oregon, under and by virtue of an Act of Congress entitled "An Act granting land to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad, in California, to Portland, in Oregon," approved July 25, 1866, and the Acts amendatory thereof, and the Joint Resolution of the Legislative Assembly of the State of Oregon, adopted October 19th and 20th, 1868, designating said Railroad Company to receive said grant. The said lands are vacant, unappropriated, are not interdicted mineral nor reserved lands, and are of the character contemplated by the granting Act, lying within the limits of twenty miles on each side of the line of route of the said railroad.

HENRY CONLIN

Subscribed and sworn to before me, this twenty-fourth day of September, 1908.

E. B. RYAN

(SEAL) Notary Public in and for the City and County of San Francisco, State of California.

UNITED STATES LAND OFFICE,

Roseburg, Oregon, September 30, 1908.

We hereby certify that we have carefully and critically examined the foregoing list of lands claimed by the Oregon and California Railroad Company, and selected by HENRY CONLIN, the duly authorized Acting Land Agent of the said Company, and have tested the accuracy of the same by the plats and records of this office, and that we find the same to be correct.

We further certify, that the lands described are surveyed, lie within the limits of twenty miles on each side of the line of route of said Railroad, and that no part of the same is returned or denominated as mineral land, claimed as swamp land, or covered by any homestead, pre-emption, State or other valid claim on file or of record in this office.

We further certify that the said Acting Land Agent has paid to the undersigned, the Receiver, the sum of Six and no/100 dollars, in full payment and discharge of fees of Register and Receiver on said list, and that

the said list has been filed and approved.

BENJAMIN L. EDDY
Register

J. M. LAWRENCE,
Receiver

GOVERNMENT'S EXHIBIT NO. 111—F.

B. DEPARTMENT OF THE INTERIOR
MEL GENERAL LAND OFFICE
WASHINGTON

March 11, 1912.

I hereby certify that the annexed copies of papers and extract copy of original List No. 116, of lands selected by the Oregon and California Railroad Company, are true and literal exemplifications from the originals in this office.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and caused the seal of this office to be affixed, at the city of Washington, on the day and year above written.

H. W. SANFORD,
(Seal) Recorder of the General Land Office.

U. S. Land Office
Received 9 A. M.
Feb. 14, 1910.
Roseburg, Ore.

Serial No. 05901
Receipt No. 848987

LIST NO. 116.

GRANTED LIMITS LANDS
OREGON AND CALIFORNIA RAILROAD CO.
Roseburg, Or., U. S.
Land District.

Feby. 19, 1910. Selection is suspended for conflict with various rejected Hd. applications now pending on appeal before the Commissioner.

BENJAMIN F. JONES
Register.

10/20/11 Posted to tract book Van Do

———o———

$138.00 G. W. R. Serial No. 05901
848987

4—650

DEPARTMENT OF THE INTERIOR
UNITED STATES LAND OFFICE,
Roseburg, Ore.

The annexed papers were filed by Ore.& Cal.R.R. Co. through B. A. McAllaster, agent, the day and hour *noted thereon.*

Suspended Feby. 19, 1910.

pending the disposition of various rejected Homestead applications now on appeal before the Hon. Commissioner.

NOTICE.

.....190....

I hereby acknowledge due service of notice of the decision in this case and of my right of appeal within 30 days.

.....

By registered letter Feby. 19, 1910.
(Written across the above): Released. Allowed Aug.11,1911.

Appeal filed....., 190....

Benjamin F. Jones, Register.

George W. Riddle, Receiver.

04 11782b2Om2-04

DEPARTMENT OF THE INTERIOR
UNITED STATES LAND OFFICE,

Receipt No. 348987
05901

Roseburg, Ore., February 19, 1910.

Mr. B. A. McAllaster,

Land Commissioner, O. & C. R. R. Co.,

Flood Bldg., San Francisco, Cal.

Sir,

The selections by the O. & C. R. R. Co., List 05901 (116) for 10,968.07 acres was received on the 14th inst. and the same is now suspended for conflict with various homestead applications pending the disposition of the same, to-wit, as follows:—

Frank Williams, filed May 29, 1909, for S½SW¼ sec. 1, T. 32 S., R. 8 W.

Alpheus J. Alger, filed Oct. 11, 1909, for SE¼ sec. 1, T. 25 S., R. 9 W.

Charles D. Lash, filed Oct. 18, 1909, for SW¼ sec. 1, T. 25, S. R. 9 W.

John T. Castle, filed Oct. 11, 1909, for SW¼ Sec. 18, T. 25 S., R. 9 W.

Cyrus J. Tibbitts, filed Oct. 11, 1909, for NW¼ Sec. 18, T. 25, S., R. 9 W.

William B. Farrin, filed Nov. 30, 1909, for E½NW¼, W½NE¼, Sec. 28, T. 25, 9 W.

Edward L. C. Farrin, filed Nov. 30, 1909, for E½-SW¼, S½ SE¼, Sec. 28, T. 25 S. R 9 W.

Harry W. Skinner, filed Oct. 18, 1909, for N½SE¼, E½NE¼ Sec. 28, T. 25, S. R. 9 W.

Otto Schetter, filed Oct. 11, 1909, for NW¼ Sec. 35 T. 25 S., R. 9 W.

Arthur N. Agnew, filed Oct. 11, 1909, for SW¼ Sec. 35 T. 25 S., R. 9 W.

Calaway W. Garrett, filed Oct. 11, 1909, for NE¼ Sec. 35, T. 25 S., R. 9 W.

Samuel C. Eggers, filed Nov. 18, 1909, for SE¼ Sec. 35, T. 25 S., R. 9 W.

All of said applications were rejected and in each case an appeal was taken and these are now pending before the Hon. Commissioner of the General Land Office.

WWT

Respectfully,
BENJAMIN F. JONES, Register.

U. S. Land Office
Received 9 A. M.
February 14, 1911
Roseburg, Or.

OFFICE OF THE OREGON AND CALIFORNIA RAILROAD COMPANY,

Portland, Oregon, January 24, 1910.

I. W. W. Cotton, Secretary of the Oregon and California Railroad Company, successor and assignee of the Oregon Central Railroad Company, of Salem, Oregon, hereby certify that B. A. McALLASTER

was appointed Land Commissioner of the said Oregon and California Railroad Company, by the Board of Directors of said Company, at a meeting held on the twenty-eighth day of September, 1908, which appointment was made effective from the twenty-first day of September, 1908, and that since that time he has been continuously, and is now, the Land Commissioner of the said Company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Corporate Seal of the said Company, this 24th day of January, 1910.

W. W. COTTON

(SEAL) Secretary of the Oregon and California Railroad Company.

LIST OF LANDS

IN THE ROSEBURG LAND DISTRICT, OREGON SELECTED BY THE OREGON AND CALIFORNIA RAILROAD COMPANY, SUCCESSOR TO THE OREGON CENTRAL RAILROAD COMPANY, OF SALEM, OREGON.

The Undersigned, the duly authorized Land Commissioner of the Oregon and California Railroad Company, successor and assignee of the Oregon Central

Railroad Company, of Salem, Oregon, under and by virtue of the Act of Congress, entitled "An Act granting lands to aid in the construction of a Railroad and Telegraph Line from the Central Pacific Railroad, in California, to Portland, in Oregon", approved July 25, 1866, and the Acts amendatory thereof, and the Joint Resolution of the Legislative Assembly of the State of Oregon, adopted October 19 and 20, 1868, designating said Railroad Company to receive said grant; and under and in pursuance of the Rules and Regulations prescribed by the Commissioner of the General Land Office, hereby makes and files the following list of selections of public lands claimed by the said Oregon and California Railroad Company, as successor and assignee of the said "Oregon Central Railroad Company, of Salem, Oregon", as enuring to it, and to which it is entitled, under and by virtue of the said Act of Congress, and the Acts amendatory thereof, and in virtue of the location of the line of route of the said Railroad.

B. A. McALLASTER,
Land Commissioner, Oregon and California Railroad Company.

STATE OF CALIFORNIA,)
) ss.
City and County of San Francisco)

B. A. McALLASTER, being duly sworn deposes and says: I am the Land Commissioner of the Oregon and California Railroad Company. The foregoing List of Lands, which I hereby select, is a correct list of a

portion of the public lands claimed by the said Oregon and California Railroad Company, as successor and assignee of the Oregon Central Railroad Company of Salem, Oregon, under and by virtue of an Act of Congress entitled "An Act granting lands to aid in the construction of a railroad and telegraph line from the Central Pacific Railroad, in California, to Portland, in Oregon", approved July 25, 1866, and the Acts amendatory thereof, and the Joint Resolution of the Legislative Assembly of the State of Oregon, adopted October 19 and 20, 1868, designating said Railroad Company to receive said Grant. The said lands are vacant, unappropriated, are not interdicted mineral nor reserved lands, and are of the character contemplated by the granting Act, lying within the limits of twenty miles on each side of the line of route of the said railroad.

B. A. McALLASTER.

Subscribed and sworn to before me, this 24th day of January, 1910.

E. B. RYAN

(SEAL) Notary Public in and for the City and County of San Francisco, State of California.

UNITED STATES LAND AFFICE,

Roseburg, Oregon, August 11, 1911.

We hereby certify that we have carefully and critically examined the foregoing list of lands claimed by the

Oregon and California Railroad Company, and selected by B. A. McALLASTER, the duly authorized Land Commissioner of the said Company, and have tested the accuracy of the same by the plats and records of this office, and that we find the same to be correct.

We further certify, that the lands described are surveyed, lie within the limits of twenty miles on each side of the line of route of said Railroad, and that no part of the same is returned or denominated as mineral land, claimed as swamp land, or covered by any homestead, pre-emption, State or other valid claim on file or of record in this office.

We further certify that the said Land Commissioner has paid to the undersigned, the Receiver, the sum of One hundred and thirty-eight ($138.00) dollars, in full payment and discharge of fees of Register and Receiver on said list, and that the said list has been filed and approved.

BENJAMIN F. JONES,
Register.

GEO. W. RIDDLE,
Receiver.

San Francisco, California, January 24th, 1910.

The Oregon and California Railroad Company offers to pay under protest the expense of surveying the lands selected in the within list, because it claims to be exempt from such payment by provisions of the grant

of lands to it by Congress.

B. A. McALLASTER
Land Commissioner of Oregon
and California Railroad Company.

GOVERNMENT'S EXHIBIT NO. 111-G.

B. DEPARTMENT OF THE INTERIOR
MEL GENERAL LAND OFFICE
WASHINGTON

March 11, 1912.

I hereby certify that the annexed extract copy of Original List No. 1—Indemnity—of lands selected by the Oregon and California Railroad Company, is a true and literal exemplification from the original list in this office.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and caused the seal of this office to be affixed, at the city of Washington, on the day and year above written.

H. W. SANFORD,
(Seal) Recorder of the General Land Office.

Indem. No. 1.

List 1 Indemnity, Vancouver Dist.

(1-22) Noted in selection

Territory of Washington.

Docket Page 131.

UNITED STATES LAND OFFICE.

The Oregon and California Railroad Company, Successor and Assignee of the Oregon Central Railroad Company under and by virtue of the Act of Congress entitled "An Act granting lands to aid in the construction of a Railroad and telegraph line from Portland to Astoria and McMinnville in the State of Oregon, approved May 4th, 1870, and under and in pursuance of the rules and regulations prescribed by the Commissioner of the General Land Office, hereby makes and files the following list of selections of public lands claimed by the said company as inuring to it, and to which it is entitled under and by virtue of the grants and provisions of the said Act of Congress, and the location of the line of route of the railroad of the said company; being for Forty-seven miles commencing at Portland, Oregon, and ending at the Yamhill River the selections being particularly described as follows, to-wit:

TERRITORY OF WASHINGTON,)
) ss.
COUNTY OF CLARK,)

I, Geo. H. Andrews, being duly sworn, depose and say that I am the Acting Land Agent of the Oregon and California Railroad Company; that the foregoing List of Lands, which I hereby select, is a correct list of a portion of the lands claimed by the said Railroad Company as successor and assignee of the Oregon Cen-

tral Railroad Company as inuring to the said Oregon Central Railroad Company, to aid in the construction of a railroad and telegraph line, and for which a grant of land was made by the Act of Congress, approved May 4th, 1870; that said lands are vacant, unappropriated, and are not interdicted mineral nor reserved lands, and are within the indemnity limits as contemplated by the grant, being within the limits of twenty-five miles on each side of the line of the route for a distance of forty-seven miles, being from a point in the City of Portland, Multnomah County, Oregon, and ending at the Yamhill River in Yamhill County, Oregon, and I further say, that the specific losses for which Redemnity is claimed are truly set forth and described in the foregoing list, and that said losses have not heretofore been indemnified in any manner.

GEO. H. ANDREWS (SEAL)

Sworn and subscribed before me this 20th day of January, 1888.

W. S. AUSTIN,
Register of the U. S. Land Office.

U. S. LAND OFFICE

Vancouver, W. T., March 5, 1888.

We hereby certify that we have carefully and critically examined the foregoing List of Lands claimed by the Oregon and California Railroad Company, as successor and assignee of the Oregon Central Railroad Company, under the grant, by Act of Congress, ap-

proved May 4, 1870 and the acts amendatory thereto, and selected for said Oregon & California R. R. Co., by Geo. H. Andrews actg. Ld. Agt. Or. & Cal. R. R. Co., the duly authorized agent, and we have tested the accuracy of said list by the plats and records of this office, and that we find the same to be correct. And we further certify that the filing of said list is allowed and approved, and that the whole of said lands are surveyed public lands of the United States, and within the limits of 25 miles on each side of the located line of said road; and that the same are not, nor is any part thereof, returned or denominated as mineral land or lands, nor claimed as swamp land; nor is there any homestead, pre-emption, state or other valid claim to any portion of said lands on file or record in this office. We further certify that the foregoing list shows an assessment of the fees payable to us, allowed by the Act of Congress, approved July 1, 1864, and contemplated by the Circular of Instructions dated Aug. 4, 1885 addressed by the Commisisoner of the General Land Office to the Registers and Receivers of the United States Land Offices, and that said Company has paid to the undersigned, the Receiver, the full sum of Two Dollars, in full payment and discharge of said fees.

W. S. AUSTIN, Register
JOHN O'KEANE, Receiver

Noted in Selection Docket Page 181.

TABLE OF CONTENTS

		Page
GOVERNMENT'S EXHIBIT 100-B.....		4893
Index to Minute Book Oregon Central RR. Co. (East Side)		4893
Organization Oregon Central RR. Co. (East Side).....	Apr. 22, 1867	4895
Directors' meeting Oregon Central RR. Co. (East Side)....	Apr. 23, 1867	4898
Adoption By-Laws Oregon Central RR. Co. (East Side)....	Apr. 23, 1867	4899
Resolution authorizing construction contract with Albert J. Cook	Apr. 23, 1867	4906
Contract April 23, 1867 A. J. Cook with Oregon Central Railroad Co. (East Side)...		4907
Form of bond Oregon Central RR. Co. adopted.....	Apr. 23, 1867	4914
Resolution authorizing execution first mortgage on first 150 miles	Apr. 23, 1867	4918
Directors' meeting Oregon Central RR. Co. (East Side)....	Nov. 27, 1867	4921

		Page
Supplemental agreement A. J. Cook & Co. authorized.....	Nov. 27, 1867	4922
Form of supplemental agreement A. J. Cook & Co. authorized	Nov. 27, 1867	4922
Ann. Stockholders' meeting Oregon Central RR. Co. (East Side)	Apr. 7, 1868	4928
Adj. Ann. Stockholders' meeting Oregon Central RR. Co. (East Side)	Apr. 15, 1868	4929
Amendment to By-Laws Oregon Central RR. Co. (East Side)	Apr. 15, 1868	4930
Election of directors Oregon Central RR. Co. (East Side)	Apr. 15, 1868	4932
Directors' meeting Oregon Central RR. Co. (East Side)....	Apr. 15, 1868	4934
Breaking of ground Oregon Central RR. Co. (East Side)	Apr. 16, 1868	4939
Ceremonies relating to Break-of Ground	Apr. 16, 1868	4941
Address J. H. Mitchell at Breaking of Ground.....	Apr. 16, 1868	4948

		Page
Addres of J. N. Dolph at Breaking of Ground	Apr. 16, 1868	4968
Directors' meeting Oregon Central RR. Co. (East Side)	Apr. 17, 1868	4976
Directors' meeting Oregon Central RR. Co. (East Side)	Apr. 28, 1868	4986
Directors' meeting Oregon Central RR. Co. (East Side)	Apr. 29, 1868	4988
Memo. agreement May 12, 1868 Oregon Central RR. Co.. (East Side) with A. J. Cook & Co.		4989
Directors' meeting Oregon Central RR. Co. (East Side)	June 9, 1868	4998
Supplemental contract A. J. Cook & Co	June 10, 1868	5004
Directors' meeting Oregon Central RR. Co. (East Side)	July 4, 1868	5007
Directors' meeting Oregon Central RR. Co. (East Side)	Aug. 11, 1868	5011
Directors' meeting Oregon Central RR. Co. (East Side)	Sept. 8, 1868	5013
Directors' meeting Oregon Central RR. Co. (East Side)	Sept. 15, 1868	5015

		Page.
Report Committee recommending transfer of contracts A. J. Cook & Co. to Ben Holladay & Co.	Sept. 16, 1868	5016
Directors' meeting Oregon Central RR. Co. (East Side)	Oct. 13, 1868	5018
Directors' meeting Oregon Central RR. Co. (East Side)	Oct. 15, 1868	5020
Directors' meeting Oregon Central RR. Co. (East Side)	Nov. 25, 1868	5023
Resolution assenting to Act of Congress July 25, 1866, adopted	Nov. 25, 1868	5026
Directors' meeting Oregon Central RR. Co. (East Side)	Jan. 12, 1869	5028
Amendment By-Laws Adopted Central RR. Co. (East Side)	Jan. 12, 1869	5029
Directors' meeting Oregon Central RR. Co. (East Side)	Feb. 9, 1869	5032
Directors' meeting Oregon Central RR. Co. (East Side)	Mar. 9, 1869	5035
Directors' meeting Oregon Central RR. Co. (East Side)	Apr. 5, 1869	5036

			Page
Directors' meeting Oregon Central RR. Co. (East Side)	Apr.	6, 1869	5038
Ann. Stockholders' meeting Oregon Central RR. Co. (East Side)	Apr.	6, 1869	5041
Election of Directors Oregon Central RR. Co. (East Side)	Apr.	6, 1869	5045
Amendment to By-Laws Oregon Central RR. Co. (East Side)	Apr.	6, 1869	5047
Directors' meeting Oregon Central RR. Co. (East Side)	Apr.	6, 1869	5048
Directors' meeting Oregon Central RR. Co. (East Side)	June	8, 1869	5051
Resolution accepting all provisions of Act of July 25, 1866 and all acts amendatory thereof, adopted	June	8, 1869	5052
Directors' meeting Oregon Central RR. Co. (East Side)	Sept.	7, 1869	5058
Communication from Ben Holladay & Co.....	Sept.	7, 1869	5059
Agreement between Ben Holladay & Co. and others.....	Sept.	7, 1869	5065

		Page.
Directors' meeting Oregon Central RR. Co. (East Side)	Mar. 8, 1870	5069
Directors' meeting Oregon Central RR. Co. (East Side)	Mar. 14, 1870	5069
Directors' meeting Oregon Central RR. Co. (East Side) .... to act upon proposition of Ben Holladay & Co. that date	Mar. 28, 1870	5072
Resolution accepting proposition of Ben Holladay & Co...	Mar. 28, 1870	5081
Communication from Oregon & California RR. Co.....	Mar. 28, 1870	5084
Agreement between Oregon Central RR. Co. (East Side) and Ben Holladay & Co.....	Mar. 28, 1870	5090
Agreement between Oregon Central RR. Co. and Oregon & California RR. Co.....	Mar. 28, 1870	5095
Stockholders' meeting Oregon Central RR. Co. (East Side)	Mar. 28, 1870	5105
Resolution dissolving Oregon Central RR. Co. (East Side) adopted	Mar. 28, 1870	5107

Resolution authoriing transfer of property Oregon Central RR. Co. (East Side) to Oregon & California RR. Co..... Mar. 28, 1870 5107

Directors' meeting Oregon Central RR. Co. (East Side).... Mar. 29, 1870 5117

Stock Book Oregon Central RR. Co. (East Side)..... 5122

Register of bonds of Oregon Central RR. Co. (East Side) Series "A" 5129

GOVERNMENT'S EXHIBIT 101

Special message Gov. Woods Oct. 6, 1866, urging action in regard to the Oregon Central RR. Co..... 5146

GOVERNMENT'S EXHIBIT 102

Circular issued by Board of Directors Oregon Central RR. Co. (West Side) of date Jan. 1, 1868..... 5151

GOVERNMENT'S EXHIBIT 103

Circular issued by Oregon Central RR. Co. (West Side) signed by J. Gaston, President, and others..... May 1, 1868 5153

Page

GOVERNMENT'S EXHIBIT 104

Address to the people of Oregon by the Oregon Central RR. Co. at Salem, issued.. May 1, 1868 5158

GOVERNMENT'S EXHIBIT 105

Statement of facts relative to the incorporation and organiation of the Oregon Central RR. Co. of Salem, Oregon 5176

GOVERNMENT'S EXHIBIT 106

Inside history of the Oregon Central Railroad Companies 5228

GOVERNMENT'S EXHIBIT 107

Remonstrance to Congress against extending time for filing assent to the Act granting lands to the Oregon Central RR. Co., signed by S. G. Reed and others. 5292

GOVERNMENT'S EXHIBIT 108

Objections to the passage of Senate Bill No. 94 to amend the Act of July 25, 1866... 5298

Page.

GOVERNMENT'S EXHIBIT 109

Correspondence between Joseph S. Wilson, President European & Oregon Land Co., Ben Holladay, George H. Williams, Attorney General, C. Delano, Secretary of the Interior, and Willis Drummond, Commissioner of the General Land Office, relating to the construction of the act of April 10, 1869..... 5822

GOVERNMENT'S EXHIBIT 109—A

Letter of April 20, 1872, transmitting papers referred to in Government's Exhibit 109, from George H. Williams to Willis Drummond 5863

GOVERNMENT'S EXHIBIT 109—B

Certified copies letter May 20, 1872, Willis Drummond to George H. Williams, acknowledging receipt of

Page

papers transmitted with Government's Exhibit 109—A; letter June 14, 1872, Drummond to Williams, returning papers and transmitting copy of opinion of Secretary of Interior..... 5865

GOVERNMENTS' EXHIBIT 109—C

Certified copy opinion of C. Delano, Secretary of the Interior, as to meaning of last proviso in the act of April 10, 1869, forwarded to Willis Drummond, Commissioner General Land Office, June 5, 1872..... 5868

GOVERNMENT'S EXHIBIT 109—D

Copy letter July 16, 1872, Drummond to Williams, (109—C) 5870

GOVERNMENT'S EXHIBIT 110

Selection list of lands under acts of July 25, 1866 and May 4, 1870, giving date of

Page.

lists or selections, List or Selection number, Area in Acres, Date of Approval by Secretary, and Number and Date of Patent..... 5374

GOVERNMENT'S EXHIBIT 111

Form of Selection List used by O. & C. R. R. Co. under act of July 25, 1866, July 12, 1870, to 1876. I. R. Moores, Land Agent..... 5405

GOVERNMENT'S EXHIBIT 111—A

Form used June 17, 1876, to 1885. Paul Schulze, Agent 5410

GOVERNMENT'S EXHIBIT 111—B

Form used 1885 to November 19, 1888. George H. Andrews, Land Agent.... 5415

GOVERNMENT'S EXHIBIT 111—C

Form used November 19, 1888, to September 15, 1904. Wm. H. Mills, Land Agent 5422

Page.

GOVERNMENT'S EXHIBIT 111—D

Form used September 15, 1904, to June 15, 1908. Chas. W. Eberlein, Land Agent 5428

GOVERNMENT'S EXHIBIT 111—E

Form used June 15, 1908, to September 21, 1908. Henry Conlin, Acting Land Agent 5435

GOVERNMENT'S EXHIBIT 111—F

Form used September 21, 1908—B. A. McAllaster, Land Agent 5440

GOVERNMENT'S EXHIBIT 111—G

Form used under act of May 4, 1870, January 20, 1888, to November 19, 1888. Geo. H. Andrews, Land Agent 5449

Index for the entire Transcript will be found in back of last volume together with Errata sheet.